

UNIPETROL, a.s.

**UNAUDITED CONDENSED
NON-CONSOLIDATED
FINANCIAL STATEMENTS
PREPARED IN ACCORDANCE WITH
INTERNATIONAL FINANCIAL REPORTING
STANDARDS**

AS OF 31 MARCH 2009 AND 2008

UNIPETROL, a.s.
UNAUDITED CONDENSED NON-CONSOLIDATED
FINANCIAL STATEMENTS
IN ACCORDANCE WITH IFRS

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UNIPETROL, a.s.

Non-consolidated statement of financial position
prepared in accordance with International Financial Reporting Standards
As at 31 March 2009 and 31 December 2008
(in thousands of Czech crowns)

	Note	31 March 2009 (unaudited)	31 December 2008 (audited)
ASSETS			
Non-current assets			
Property, plant and equipment	7	382,348	384,461
Intangible assets	8	6,529	2,425
Investment property	9	160,700	160,057
Investments in subsidiaries and joint ventures	10	14,272,341	14,165,271
Other investments	11	4,151	4,151
Loans to subsidiaries	13	2,915,628	3,006,223
Receivables from subsidiaries	14	84,556	84,556
Total non-current assets		17,826,253	17,807,144
Current assets			
Trade and other receivables	15	297,593	552,163
Loans to subsidiaries	16	11,719,209	9,691,662
Loans to related entities	17	300,025	300,031
Prepaid expenses		6,034	5,790
Cash and cash equivalents		30,384	19,658
Assets classified as held for sale	12	1,093	1,093
Total current assets		12,354,338	10,570,397
Total assets		30,180,591	28,377,541
EQUITY AND LIABILITIES			
Equity			
Share capital	19	18,133,476	18,133,476
Reserves		1,419,568	1,419,568
Retained earnings	20	4,479,678	4,432,501
Total equity		24,032,722	23,985,545
Non-current liabilities			
Loans and borrowings	21	2,000,000	2,000,000
Finance lease liability		54	86
Deffered tax		3,872	--
Total non-current liabilities		2,003,926	2,000,086
Current liabilities			
Trade and other payables and accruals	22	144,299	194,726
Dividends payable		35,285	48,530
Loans and borrowings	23	3,964,359	2,148,654
Total current liabilities		4,143,943	2,391,910
Total liabilities		6,147,869	4,391,996
Total equity and liabilities		30,180,591	28,377,541

The non-consolidated financial statements are to be read in conjunction with the notes forming part of the non-consolidated financial statements set out on pages 5 to 27.

UNIPETROL, a.s.

Non-consolidated statement of comprehensive income
prepared in accordance with International Financial Reporting Standards
For the 3 month period ended 31 March 2009 and 31 March 2008
(in thousands of Czech crowns)

	Note	31 March 2009 (unaudited)	31 March 2008 (unaudited)
Revenue	3	92,898	98,938
Cost of sales		<u>(44,732)</u>	<u>(45,874)</u>
Gross profit		48,166	53,065
Other income		30,367	373
Administrative expenses		(67,537)	(70,190)
Other expenses		<u>(6,004)</u>	<u>(4,106)</u>
Operating profit (loss) before finance income	5	4,992	(20,858)
Finance income		147,441	480,848
Finance expenses		<u>(85,302)</u>	<u>(77,448)</u>
Net finance income	6	62,139	403,400
Profit before tax		67,131	382,542
Income tax expense		(20,240)	--
Profit/(loss) for the period		<u>46,891</u>	<u>382,542</u>
Other comprehensive income:			
Gains on property revaluation		353	--
Income tax on other comprehensive income		(67)	--
Other comprehensive income for the year, net of tax		286	--
Total comprehensive income for the period		<u>47,177</u>	<u>382,542</u>
Basic and diluted earnings per share (in CZK)		<u>0,26</u>	<u>2,11</u>

The non-consolidated financial statements are to be read in conjunction with the notes forming part of the non-consolidated financial statements set out on pages 5 to 27.

UNIPETROL, a.s.

Non-consolidated statement of changes in equity
prepared in accordance with International Financial Reporting Standards
For the 3 month period ended 31 March 2009 and 31 March 2008
(in thousands of Czech crowns)

	Share capital	Reserves	Retained earnings	Total
Balance at 1 January 2008	18,133,476	1,419,355	3,208,145	22,760,976
Dividends	--	--	--	--
Total comprehensive income for the period	--	--	382,542	382,542
Balance at 31 March 2008	18,133,476	1,419,355	3,590,687	23,143,518

	Share capital	Reserves	Retained earnings	Total
Balance at 1 January 2009	18,133,476	1,419,568	4,432,501	23,985,545
Dividends	--	--	--	--
Total comprehensive income for the period	--	--	47,177	47,177
Balance at 31 March 2009	18,133,476	1,419,568	4,479,678	24,032,722

The non-consolidated financial statements are to be read in conjunction with the notes forming part of the non-consolidated financial statements set out on pages 5 to 27.

UNIPETROL, a.s.

Non-consolidated statement of cash flows
prepared in accordance with International Financial Reporting Standards
For the 3 month period ended 31 March 2009 and 31 March 2008
(in thousands of Czech crowns)

	Note	31 March 2009 (unaudited)	31 March 2008 (unaudited)
Cash flows from operating activities:			
Profit/(loss) for the period		47,177	382,542
Adjustments for:			
Depreciation and amortisation of property, plant and equipment and intangible assets	7, 8	2,038	4,407
Loss (Gain) on disposals of property, plant and equipment and intangible assets		--	174
Profit on disposals of financial investments		--	(330,964)
Interest income, net		(60,328)	(73,983)
Reversal of impairment losses on assets classified as held for sale, property, plant and equipment and receivables		(5)	(35)
Income tax expense		20,307	--
Operating profit before changes in working capital		9,189	(17,859)
Change in trade receivables and prepaid expenses		254,326	414,855
Change in trade and other payables and accruals		(66,862)	(119,862)
Interest paid		(31,070)	(15,445)
Net cash used in operating activities		165,583	261,689
Cash flows from investing activities:			
Increase of capital of subsidiary		--	--
Acquisition of property, plant and equipment and intangible assets		(4,314)	(10,630)
Acquisition of financial investments		(107,070)	--
Revaluation of property, plant and equipment and intangible assets		(353)	--
Proceed from sales of property, plant and equipment and intangible assets		--	860
Proceed from sales of financial investments		--	1,183,000
Interest received		106,419	67,665
Borrowings granted to subsidiaries		(1,936,952)	(3,474,385)
Repayment of borrowings to other companies		6	--
Net cash flow from investing activities		(1,942,264)	(2,233,490)
Cash flows from financing activities:			
Receipt/(repayment) of loans and borrowings		1,800,652	6,920
Dividends paid		(13,245)	--
Net cash used in financing activities		1,787,407	6,920
Net change in cash and cash equivalents		10,726	(1,964,881)
Cash and cash equivalents at beginning of the year		19,658	2,272,023
Cash and cash equivalents at the end of the year		30,384	307,142

The non-consolidated financial statements are to be read in conjunction with the notes forming part of the non-consolidated financial statements set out on pages 5 to 27.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

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Period ended 31 March 2009
(in thousands of CZK)

1. DESCRIPTION OF THE COMPANY

Establishment of the parent company

UNIPETROL, a.s. (the “Company”) is a joint stock company established by the National Property Fund of the Czech Republic by a foundation agreement dated 27 December 1994. The Company was registered in the Register of Companies at the Regional Commercial Court in Prague on 17 February 1995. The Company is listed and registered on the Prague Stock Exchange.

Registered office of the Company

UNIPETROL, a.s.
Na Pankraci 127
140 00 Praha 4
Czech Republic

Principal activities

UNIPETROL, a.s. operates as a holding company that controls a group of companies engaged in the oil refinery, production of petrochemical commodities, semi-finished products for industrial fertilizers, polymer materials including synthetic rubber, generation of heat and electricity, distribution and gas stations operation.

The Company is involved in providing economic and organizational advisory services, financing, intermediation of services, advisory services relating to chemical industry, internal and external communication advisory services and human resources consultancy.

Ownership structure

The shareholders as at 31 March 2009 are as follows:

POLSKI KONCERN NAFTOWY ORLEN S.A.	63 %
Investment funds and other minority shareholders	37 %

The non-consolidated financial statements of the Company as at and for the year ended 31 December 2008 are available upon request from the Company’s registered office or at website address.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

1. DESCRIPTION OF THE COMPANY (CONTINUED)

Members of the statutory and supervisory bodies as at 31 March 2009 were as follows:

	Position	Name
Board of directors	Chairman	Krzysztof Urbanowicz
	Vice-Chairman	Wojciech Ostrowski
	Vice-Chairman	Marek Serafin
	Member	Ivan Ottis
	Member	Martin Durčák
	Member	Arkadiusz Kotlicki
Supervisory board	Chairman	Jacek Krawiec
	Vice-Chairman	Sławomir Jędrzejczyk
	Vice-Chairman	Ivan Kočárník
	Member	Bogdan Dzudzewicz
	Member	Arkadiusz Kawecki
	Member	Wojciech Wróblewski
	Member	Piotr Kearney
	Member	Krystian Pater
	Member	Zdeněk Černý

Changes in the board of directors during three month period ended 31 March 2009 were as follows:

Position	Name	Change	Date of change
Chairman	Francois Vleugels	Resigned as member	13 February 2009
Chairman	Krzysztof Urbanowicz	Elected as a member and Chairman	13 February 2009
Vice-Chairman	Marek Serafin	Elected as a member and Vice - Chairman	13 February 2009
Member	Arkadiusz Kotlicki	Resigned as member date 18 March 2009	30 April 2009

Changes in the supervisory board during three month period ended 31 March 2009 were as follows:

Position	Name	Change	Date of change
member	Marek Serafin	Resigned as member	13 February 2009
member	Arkadiusz Kawecki	Elected as a member replacement	13 February 2009

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

2. SIGNIFICANT ACCOUNTING POLICIES

A Statement of compliance and accounting policies

These condensed non-consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) IAS 34 Interim Financial Reporting. They do not include all of the information required for full annual financial statements and should be read in conjunction with the non-consolidated financial statements of the Company as at and for the year ended 31 December 2008.

The Company used the same accounting policies and methods of computation during preparation of these interim financial statements as those applied by the Company in its non-consolidated financial statements as at and for the year ended 31 December 2008 except for the change described below.

In the non-consolidated financial statements as at and for the period ended 31 March 2009 the Company has adopted changes resulting from revision of IAS 1 Presentation of Financial Statements.

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Company's accounting periods beginning on or after 1 January 2009 or later periods but which the Company has not early adopted. Relevant items are as follows:

- IFRIC 15 Agreements for the Construction of Real Estate– effective for annual periods beginning on or after 1 January 2009
- IFRIC 17 Distributions of Non-cash Assets to Owners - effective for annual periods beginning on or after 1 July 2009
- IFRIC 18 Transfers of Assets from Customers - for annual periods beginning on or after 1 July 2009

Acceptance of IFRIC 15, IFRIC 17 and IFRIC 18 by the European Union is pending.

According to a preliminary assessment, the application of IFRIC 15, IFRIC 17 and IFRIC 18 after their acceptance by European Commission will not have a significant impact on the Company's financial statements.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

B Basis of preparation

The financial statements are presented in thousands of Czech crowns, rounded to the nearest thousand. They are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial instruments held for trading, financial instruments classified as available-for-sale, financial instruments at fair value through profit or loss and investment property.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In the matters of considerable weight, the Company's management bases its estimates on opinions of independent experts.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In preparing these condensed non-consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those that applied to the non-consolidated financial statements as at and for the year ended 31 December 2008.

3. REVENUE

An analysis of the Company's revenue is as follows:

	31/3/2009	31/3/2008
Fees for use of land	24,073	23,357
Revenues from services	56,289	75,581
Revenues from sale of PPE	12,537	--
Total revenues	92,898	98,938

4. BUSINESS SEGMENTS

The Company operates within one segment. It recognises fees for use of land and revenue from providing services to subsidiaries and jointly controlled entity located in the Czech Republic.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

5. ANALYSIS OF EXPENSES ACCORDING TO THEIR NATURE

The following analysis shows the most significant types of operating expenses analysed by nature.

31/3/2009	Cost of sales	Administrative expenses	Other operating income / (expenses)	Total
Materials consumed and energy	(195)	(469)	--	(664)
Repairs and maintenance	(177)	(425)	--	(602)
Services related to administration of investments in subsidiaries	(1,114)	(2,680)	--	(3,795)
Advertising expense	(16,648)	--	--	(16,648)
Legal services	(1,913)	(4,600)	--	(6,512)
Advisory services	(475)	(1,143)	--	(1,619)
Operating leases	(539)	(1,297)	--	(1,836)
Travel expense	(239)	(575)	--	(815)
Telecommunication fees	(100)	(240)	--	(340)
Representation cost	(143)	(344)	--	(487)
Accounting, HR and other administrative services	(4,699)	(11,299)	--	(15,998)
IT services	(2,147)	(5,164)	--	(7,311)
Other services	(2,030)	(4,882)	--	(6,912)
Staff cost including remuneration of board members	(11,464)	(27,569)	--	(39,033)
Social and health insurance	(2,250)	(5,410)	--	(7,660)
Depreciation	(537)	(1,292)	--	(1,829)
Amortization	(61)	(147)	--	(209)
Impairment of PPE and intangibles (recognised) / released	--	--	5	5
Impairment to trade receivables (recognised) / released	--	--	15	15
Profit / (loss) on disposal of PPE	--	--	--	--
Insurance	--	--	(378)	(378)
Other expense	--	--	(5,646)	(5,646)
Other income	--	--	30,367	30,367
Total operating expense	(44,732)	(67,537)	24,363	(87,906)
Revenue				92,898
Operating profit before finance income				4,992

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

5. ANALYSES OF EXPENSES ACCORDING TO THEIR NATURE (CONTINUED)

31/3/2008	Cost of sales	Administrative expenses	Other operating income / (expenses)	Total
Materials consumed and energy	(739)	(1,777)	--	(2,516)
Repairs and maintenance	(92)	(222)	--	(314)
Services related to administration of investments in subsidiaries	(2,066)	(3,948)	--	(6,014)
Advertising expense	(13,419)	--	--	(13,419)
Legal services	(2,110)	(5,074)	--	(7,184)
Advisory services	(966)	(2,323)	--	(3,289)
Operating leases	(932)	(2,242)	--	(3,174)
Travel expense	(105)	(251)	--	(356)
Telecommunication fees	(126)	(302)	--	(428)
Representation cost	(163)	(393)	--	(556)
Accounting, HR and other administrative services	(8,059)	(15,295)	--	(23,354)
IT services	(2,488)	(4,963)	--	(7,451)
Other services	(1,919)	(3,907)	--	(5,826)
Staff cost including remuneration of board members	(9,130)	(20,933)	--	(30,063)
Social and health insurance	(2,265)	(5,448)	--	(7,713)
Depreciation	(495)	(1,190)	--	(1,685)
Amortization	(799)	(1,923)	--	(2,722)
Impairment of PPE and intangibles (recognised) / released	--	--	20	20
Impairment to trade receivables (recognised) / released	--	--	15	15
Profit / (loss) on disposal of PPE	--	--	148	148
Insurance	--	--	(638)	(638)
Other expense	--	--	(3,468)	(3,468)
Other income	--	--	190	190
Total operating expense	(45,874)	(70,190)	(3,733)	(119,796)
Revenue				98 938
Operating loss before finance income				(20,858)

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

6. FINANCE INCOME AND FINANCE EXPENSES

	31/3/2009	31/3/2008
Finance income		
Interest income:		
- other loans and receivables	137,278	126,371
- bank deposits	6,162	18,358
Dividend income	--	--
Net gains from sale of investments in subsidiaries	--	330,965
Net foreign exchange gains	1,660	--
Other finance income	2,341	5,154
Total finance income	147,441	480,848
Finance expenses		
Interest expense:		
- bank overdrafts, loans and borrowings	(83,110)	(70,742)
- finance leases	(2)	(4)
Borrowing costs recognized in the income statement	(83,112)	(70,746)
Net foreign exchange losses	--	(4,859)
Other finance expenses	(2,190)	(1,843)
Total finance expenses	(85,302)	(77,448)
Net finance income	62,139	403,400

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

7. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings	Machinery and equipment	Other	Assets under development	Total
Cost					
Balance as at 01/01/2008	354,949	30,750	151	2,754	388,604
Additions	20	8,223	3,837	12	12,092
Disposals	(6)	(3,971)	--	--	(3,977)
Additions from investment property	5,349	--	--	--	5,349
Transfer to investment property	(369)	--	--	--	(369)
Reclassifications	--	1,707	--	(2,007)	(300)
Other	--	359	--	--	359
Balance as at 31/12/2008	359,943	37,068	3,988	759	401,758
Additions	--	--	--	6	6
Disposals	--	--	--	--	--
Additions from investment property	--	--	--	--	--
Transfer to investment property	(290)	--	--	--	(290)
Balance as at 31/03/2009	359,653	37,068	3,988	765	401,474
Depreciation					
Balance as at 01/01/2008	--	11,885	--	--	11,885
Charge for the year	--	6,934	5	--	6,939
Disposals	--	(2,338)	--	--	(2,338)
Other	--	345	--	--	345
Balance as at 31/12/2008	--	16,826	5	--	16,831
Charge for the year	--	1,810	19	--	1,829
Balance as at 31/03/2009	--	18,636	24	--	18,660
Impairment losses					
Balance as at 01/01/2008	--	--	--	466	466
Balance as at 31/12/2008	--	--	--	466	466
Balance as at 31/03/2009	--	--	--	466	466
Carrying amount as at 01/01/2008	354,949	18,865	151	2,288	376,253
Carrying amount as at 31/12/2008	359,943	20,242	3,983	293	384,461
Carrying amount as at 31/03/2009	359,653	18,432	3,964	299	382,348

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
(in thousands of CZK)

8. INTANGIBLE ASSETS

	Software	Other intangible assets	Total
Cost			
Balance as at 01/01/2008	11,375	50,982	62,357
Additions	1,935	--	1,935
Disposals	--	(42,100)	(42,100)
Reclassification	300	--	300
Balance as at 31/12/2008	13,610	8,882	22,492
Additions	--	4,308	4,308
Balance as at 31/03/2009	13,610	13,190	26,800
Amortization			
Balance as at 01/01/2008	11,176	8,183	19,359
Charge for the period	452	8,145	8,597
Disposals	--	(7,894)	(7,894)
Balance as at 31/12/2008	11,628	8,434	20,062
Charge for the period	158	51	209
Disposals	--	--	--
Balance as at 31/03/2009	11,786	8,485	20,271
Impairment losses			
Balance as at 01/01/2008	--	73	73
Reversal of impairment losses	--	68	68
Balance as at 31/12/2008	--	5	5
Reversal of impairment losses	--	(5)	(5)
Carrying amount as at 01/01/2008	199	42,726	42,925
Carrying amount as at 31/12/2008	1,982	443	2,425
Carrying amount as at 31/03/2009	1,824	4,705	6,529

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
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9. INVESTMENT PROPERTY

Investment property as at 31 March 2009 comprised land owned by the Company and leased to third parties. The changes recorded during 2009 are presented in following table:

	Balance as at 31/12/2008	Additions	Transfer to Property, plant and equipment	Transfer from Property, plant and equipment	Balance as at 31/3/2009
Land	160,057	--	--	643	160,700

Rental income amounted to CZK 4,830 thousand in tree month period ended 31 March 2009 (tree month period ended 31 March 2008 – CZK 4,175 thousand). Operating costs relating to investment property amounted to CZK 306 thousand in tree month period ended 31 March 2008 and 31 March 2009.

Future rental income is as follows:

	Less than one year	Between one and five years
Total future rental income	19,368	77,472

10. INVESTEMENTS IN SUBSIDIARIES AND JOINT- VENTURES

Investments in subsidiaries and joint – ventures as at 31 March 2009 were as follows:

Name of the entity	Registered office	Cost of investment	Ownership percentage	Impairment	Carrying amount	Dividend income for the period
Subsidiaries						
UNIPETROL RPA, s.r.o.	Litvínov	7,360,335	100.00	--	7,360,335	--
Výzkumný ústav anorganické chemie, a.s.	Ústí nad Labem	59,172	100.00	7,860	51,312	--
UNIPETROL TRADE a.s.	Praha 1	350,000	100.00	350,000	--	--
BENZINA s. r.o.	Praha 7	4,181,070	100.00	1,922,070	2,259,000	--
UNIPETROL SERVICES, s.r.o.	Litvínov	100,280	100.00	--	100,280	--
UNIPETROL RAFINÉRIE, s.r.o.	Praha	408	100.00	--	408	--
PARAMO, a.s.	Pardubice	543,013	100,00	--	543,013	--
Joint - ventures						
ČESKÁ RAFINÉRSKÁ, a.s. *)	Litvínov	3,872,299	51.225	--	3,872,299	--
Butadien Kralupy, a. s.	Kralupy	85,694	51.00	--	85,694	--
Total		16,552,271	--	2,279,930	14,272,341	--

*) In line with Articles of Association, adoption of decisions on all important matters in ČESKÁ RAFINÉRSKÁ, a.s. requires 67.5 % or greater majority of all votes.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

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10. INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURES (CONTINUED)

Dividend income for the twelve month period of 2008 included dividend received from UNIPETROL RPA s.r.o in amount of CZK 3,750,000 thousand, PETROTRANS s.r.o CZK 228 thousand, ČESKÁ RAFINÉRSKÁ, a.s. CZK 188,244 thousand, Celio, a.s. CZK 1,000 thousand, Polymer Institute Brno s.r.o. CZK 74 thousand, UNIPETROL DOPRAVA, s.r.o. CZK 149 thousand, Uniraf Slovensko, s.r.o. CZK 11,514 thousand.

Investments in subsidiaries and joint – ventures as at 31 December 2008 were as follows:

Name of the entity	Registered office	Cost of investment	Ownership percentage	Impairment	Carrying amount	Dividend income for the period
Subsidiaries						
UNIPETROL RPA, s.r.o.	Litvínov	7,360,335	100.00	--	7,360,335	3,750,000
Výzkumný ústav anorganické chemie, a.s.	Ústí nad Labem	59,172	100.00	7,860	51,312	--
UNIPETROL TRADE a.s.	Praha 1	350,000	100.00	350,000	--	--
BENZINA s. r.o.	Praha 7	4,181,070	100.00	1,922,070	2,259,000	--
UNIPETROL SERVICES, s.r.o.	Litvínov	100,280	100.00	--	100,280	--
UNIPETROL RAFINÉRIE, s.r.o.	Praha	408	100.00	--	408	--
PARAMO, a.s.	Pardubice	435,943	91.76	--	435,943	--
Joint - ventures						
ČESKÁ RAFINÉRSKÁ, a.s. *)	Litvínov	3,872,299	51.225	--	3,872,299	188,244
Butadien Kralupy, a. s.	Kralupy	85,694	51.00	--	85,694	--
Total		16,445,201	--	2,279,930	14,165,271	3,938,244

*) In line with Articles of Association, adoption of decisions on all important matters in ČESKÁ RAFINÉRSKÁ, a.s. requires 67.5 % or greater majority of all votes.

Purchase of shares of PARAMO, a.s.

As described in the non-consolidated financial statements of the Group as at 31 December 2008 Unipetrol intended to squeeze out the other shares of Paramo within the meaning of Sections 183i et seq. of the Commercial Code and performed all required by law steps to become sole shareholder of Paramo.

On 6 January 2009 the Extraordinary General Meeting of PARAMO, a.s. decided on the transfer of all other shares to the Company, provided that upon fulfilment of all conditions prescribed by applicable law the Company will provide to the other shareholders of PARAMO, a.s. and/or pledges, the monetary consideration in the amount of CZK 977 per one share of PARAMO, a.s. On 4 February 2009 the registration of the above resolution of the Extraordinary General Meeting was registered in the Czech Commercial Registry. Pursuant to the Czech Commercial Code, the ownership title to shares of the other shareholders passed to the Company on 4 March 2009 upon expiration of one month from the above publication and Unipetrol become the sole shareholder of Paramo.

In connection with the squeeze-out, some of the minority shareholders of PARAMO, a.s. filed a petition with the Regional Court in Hradec Králové for review of reasonableness of consideration

UNIPETROL, a.s.

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10. INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURES (CONTINUED)

within the meaning of the Czech Commercial Code. Furthermore some of former minority shareholders of Paramo requested the Regional Court in Hradec Králové to declare the invalidity of Paramo general meeting resolution dated 6 January 2009 and that the District Court in Prague 4 reviews the decision of 28 November 2008 by which the Czech National Bank granted in accordance with Section 183n(1) of the Czech Commercial Code its previous approval with the evidence of the monetary consideration amount provided under the above squeeze-out.

11. OTHER INVESTMENTS

Other investments as at 31 March 2009 were as follows:

Company	Registered office	Cost of investment	Ownership percentage	Dividend income for the period	Carrying amount
ORLEN MALTA HOLDING	La Valetta	522	--	--	522
Spolek pro chemickou a hutní výrobu, akciová společnost	Ústí nad Labem	0.2	--	--	0.2
UNIPETROL DOPRAVA s.r.o.	Litvínov	1,799	0.12	--	1,799
UNIRAF Slovensko s.r.o.	Bratislava	95	13.04	--	95
PETROTRANS, s.r.o.	Praha 12	780.8	0.625	--	780.8
POLYMER INSTITUTE BRNO, spol. s r.o.	Brno	954	1	--	954
Total		4,151		--	4,151

Other investments as at 31 December 2008 were as follows:

Company	Registered office	Cost of investment	Ownership percentage	Dividend income for the period	Carrying amount
ORLEN MALTA HOLDING	La Valetta	522	--	--	522
Spolek pro chemickou a hutní výrobu, akciová společnost	Ústí nad Labem	0.2	--	--	0.2
UNIPETROL DOPRAVA s.r.o.	Litvínov	1,799	0.12	28	1,799
UNIRAF Slovensko s.r.o.	Bratislava	95	13.04	--	95
PETROTRANS, s.r.o.	Praha 12	780.8	0.625	--	780.8
POLYMER INSTITUTE BRNO, spol. s r.o.	Brno	954	1	80	954
Total		4,151		108	4,151

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Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

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12. ASSETS CLASSIFIED AS HELD FOR SALE

Non-current assets held for sale as at 31 March 2009 were as follows:

	31/3/2009	31/12/2008
10.5 % of shares in CELIO a.s.	1,093	1,093
Total	1,093	1,093

As at 31 March 2009 Company held 20 shares in CELIO a.s. in nominal value of 1,000 thousand CZK. The Company's share in CELIO a.s. was classified as a current asset held for sale since its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The Company approved a plan to sell its investment in CELIO a.s. The carrying amount of the investment totals CZK 1,093 thousand CZK (2008: CZK 1,093 thousand).

13. NON-CURRENT LOANS TO SUBSIDIARIES

The Company provided to its subsidiaries UNIPETROL RPA, s.r.o., BENZINA, s.r.o. and BUTADIEN KRALUPY a.s. non-current loans amounting to CZK 2,915,628 thousand as at 31 March 2009 (31 December 2008: CZK 3,006,223 thousand). The interest rates were based on 3M and 6M PRIBOR and fair value of loans approximates their carrying amount except for the loan provided to BENZINA s.r.o. in 1998. This loan bears effective interest rate 9.97 % p.a. and fair value amounted to CZK 2,826,912 thousand as at 31 March 2009. Carrying amount of this loans amounts to CZK 2,228,296 thousand. The current loans provided to subsidiaries are not collateralised. The portion of non-current loans due within one year is reported as current loans to subsidiaries (note 16).

Movement table of non-current loans to subsidiaries:

	31/3/2009	31/12/2008
Balance at beginning of the period	3,006,223	3,070,718
Loans provided	1,650	215,069
Reclassification to current loans to subsidiaries	(92,245)	(279,564)
Balance at end of the period	2,915,628	3,006,223

14. NON-CURRENT RECEIVABLES FROM SUBSIDIARIES

Non-current receivables from subsidiaries include a receivable from UNIPETROL TRADE a.s., acquired by the Company in 2001 from Credit Lyonnais bank Praha, a.s. and Credit Lyonnais bank Slovakia, a.s. The receivable is payable in instalments out of which the last one is due on 31 December 2017. It is denominated in CZK. The carrying amount of the receivable as of 31 March 2009 is CZK 84,556 thousand (31 December 2008: CZK 84,556 thousand). The nominal value of the non-current receivable is CZK 303,000 thousand as of 31 March 2009 (31 December 2008: CZK 303,000 thousand) and the current part is CZK 40,000 thousand as of 31 March 2009 (31 December 2008: CZK 75,000 thousand).

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

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15. TRADE AND OTHER RECEIVABLES

	31/3/2009	31/12/2008
Trade accounts receivable	241,873	503,633
Other receivables	55,720	180,115
Allowances for other receivables	(134,570)	(131,585)
Total accounts receivable	297,593	552,163

The management considers that the carrying amount of trade receivables approximates their fair value.

The analysis of trade receivables by currency of denomination is as follows (in CZK thousands):

Denominated in	31/3/2009	31/12/2008
CZK	292,682	534,033
EUR	2,636	15,726
USD	722	679
Other currencies	1,553	1,725
Total accounts receivable	297,593	552,163

Ageing of past due but not impaired trade receivables:

Not impaired trade receivables	31/3/2009	31/12/2008
60-90 days	--	15
90-180 days	3	178
180+ days	221	40
Total	224	233

Movement in the allowance for doubtful debts

Allowance for doubtful debts	31/3/2009	31/12/2008
Balance at beginning of the period	131,585	131,645
Release of impairment losses	(15)	(60)
Balance at end of the period	131,570	131,585

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
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16. CURRENT LOANS TO SUBSIDIARIES

The Company provided loans to its subsidiaries UNIPETROL RPA, s.r.o., BENZINA s.r.o., PARAMO a.s., UNIPETROL TRADE a.s. and BUTADIEN KRALUPY a.s. The following table presents loans granted as at 31 March 2009 and 31 December 2008.

	31/3/2009	31/12/2008
Cash pooling	3,682,652	2,794,553
Operating loans	8,036,557	6,897,109
Total	11,719,209	9,691,662

The movements on operating loans were as follows:

	Balance as at 1 January 2009
Loans granted	2,257,348
Repayment	(1,210,145)
Reclassification from non-current loans to subsidiaries	92,245
Total	8,036,557

The interest rates were based on appropriate inter-bank rates and fair value of loans approximates their carrying amount except for the loan provided to BENZINA s.r.o. in 1998 (see note 13). The current loans provided to subsidiaries are not collateralised. The current loans to subsidiaries as at 31 March 2009 include the portion of non-current loans due within one year amounted to CZK 515,850 (31 December 2008 – CZK 467,364 thousand).

The analysis of current loans by currency of denomination is as follows (in CZK thousands):

Denominated in	31/3/2009	31/12/2008
CZK	11,633,908	9,592,949
EUR	82,878	94,221
USD	2,423	4,492
Total	11,719,209	9,691,662

17. CURRENT LOANS TO RELATED ENTITIES

In 2009 the Company provided a short-term loan to related entity. The carrying amount of the loan amounted CZK 300,025 thousand as at 31 March 2009 (31 December 2008 – CZK 300,031 thousand). The interest rates were based on appropriate inter-bank rates and the fair value of the loan approximated its carrying amount as at 31 March 2009.

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Period ended 31 March 2009
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18. CASH AND CASH EQUIVALENTS

	31/3/2009	31/12/2008
Cash in hand	61	66
Cash at bank	30,323	19,592
Total	30,384	19,658

Short-term bank deposits comprised deposits with maturity of three months or less.

The carrying amount of these assets approximates their fair value.

The analysis of cash and cash equivalents by currency of denomination is as follows (in CZK thousands):

Denominated in	31/3/2009	31/12/2008
CZK	2,713	7,178
EUR	22,980	10,085
USD	4,691	2,395
Total cash and cash equivalents	30,384	19,658

19. SHARE CAPITAL

The issued capital of the Company as at 31 March 2009 was CZK 18,133,476 thousand (31 December 2008: CZK 18,133,476 thousand). This represents 181,334,764 (31 December 2008: 181,334,764) bearer ordinary shares, each with a nominal value of CZK 100. All issued shares have been fully paid and bear equal voting rights. The Company's shares are listed on the Prague stock exchange.

20. RETAINED EARNINGS AND DIVIDENDS

The Ordinary General Meeting of UNIPETROL, a.s. held on 26 June 2008 decided on settlement of the Company's loss. The loss of the Company stated in the Company's ordinary non-consolidated financial statements for the year ended 31 December 2007 amounting to 9,120,840 CZK was covered in accordance with Article 26 (4) of the Company's Articles of Association from unallocated profit from previous years.

The Ordinary General Meeting of UNIPETROL, a.s. held on 26 June 2008 decided on dividend payout from undistributed profit of preceding years in amount of CZK 3,200,558,584 (dividend per one share of CZK 17.65, before tax). The right to the dividend was granted to a shareholder owning the Company's shares as of the effective date, i.e., 26 June 2008. The dividend became due and payable on 29 August 2008.

As at 31 March 2009 dividends in amount of CZK 35,285 thousand are unpaid.

The decision regarding allocation of 2008 profit will be made on Annual General Meeting of Shareholders, which will be held in June 2009.

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

Period ended 31 March 2009
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21. NON-CURRENT LOANS AND BORROWINGS

Non-current interest-bearing borrowings as at 31 March 2009 were as follows:

Creditor	Currency	Balance at 31/3/2009	Fair value at 31/3/2009	Effective interest rate	Form of collateral
Long-term bonds	CZK	2,000,000	2,826,912	9.82%	Unsecured
Total		2,000,000			

Non-current interest-bearing borrowings as at 31 December 2008 were as follows:

Creditor	Currency	Balance at 31/12/2008	Fair value at 31/12/2008	Effective interest rate	Form of collateral
Long-term bonds	CZK	2,000,000	2,776,760	9.82%	Unsecured
Total		2,000,000			

In 1998 the Company issued 2,000 bonds at a total nominal value of CZK 2,000,000 thousand. The bonds mature in 15 years from the issue date at their nominal value of CZK 2,000,000 thousand. The interest rate is 0 % p.a. for the first two years and 12.53 % p.a. in subsequent years. The effective interest rate is 9.82 %. Interest is payable on an annual basis. Interest expense is accrued using the effective interest rate method.

The aggregate carrying amount of the bonds is CZK 2,225,618 thousand. Part of the liability due within 12 months is presented in current liabilities. Using the actual market interest rate, based on the analysis of the current market conditions, the fair value of the aggregate liability arising from the bonds is currently estimated at CZK 2,826,912 thousand. Accrued interest, which will be repaid before 31 December 2009, is presented within current loans and borrowings in note 23 amounts to CZK 225,618 thousand.

22. TRADE AND OTHER PAYABLES AND ACCRUALS

	31/3/2009	31/12/2008
Trade payables	44,603	76,437
Other payables	56,369	52,396
Social security and other taxes	43,327	65,893
Total accounts payable	144,299	194,726

The average credit period for trade purchases is 30 days.

Denominated in	31/3/2009	31/12/2008
CZK	132,820	191,610
EUR	9,977	1,189
USD	--	194
Other currencies	1,502	1,733
Total accounts payable	144,299	194,726

UNIPETROL, a.s.

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22. TRADE AND OTHER PAYABLES AND ACCRUALS

As of 31 March 2009 and 31 December 2008, the Company did not have any trade payables after their due dates. Management of the Company is of that opinion that the carrying amount of trade payables approximates their fair values.

23. CURRENT LOANS AND BORROWINGS

Current loans and borrowings as at 31 March 2009 were as follows:

	31/3/2009	31/12/2008
Bank loans	3,487,886	1,725,404
Current loans from subsidiaries	250,855	252,657
Current portion of non-current loans and borrowings	225,618	170,593
Total current loans and borrowings	3,964,359	2,148,654

As at 31 March 2009 the Company had loans in banks amounting to CZK 3,487,886 thousand. The interest rates were based on appropriate inter-bank rates and fair value of loans approximates their carrying amount.

Currency analyses of bank loans (in CZK thousands)

	CZK	EUR	USD	Total
Balance at beginning of the period	1,721,399	2,090	1,915	1,725,404
Loans taken	3,470,272	10,744	2,326	3,483,342
Accrued interest	4,541	3	--	4,544
Repayments	(1,721,399)	(2,090)	(1,915)	(1,725,404)
Balance at end of the period	3,474,813	10,747	2,326	3,487,886

The current loans from subsidiaries are connected with a cash-pool structure. During the year 2009 the Company had cash-pooling agreements with following banks and subsidiaries:

Banks: CITIBANK a.s., ING Bank N.V., organizační složka and Česká spořitelna, a.s.

Subsidiaries: UNIPETROL RPA, s.r.o., BENZINA s.r.o., PARAMO, a.s., UNIPETROL DOPRAVA, s.r.o., UNIPETROL TRADE a.s., PETROTRANS, s.r.o. and UNIPETROL SERVICES, s.r.o.

Cash on bank accounts with the above mentioned banks is pooled between the Company and subsidiaries listed above. The agreements enable the Company and the subsidiaries to take bank overdrafts at the maximum amount of CZK 1,000,000 thousand at each bank. Interest income / expense is calculated from pooled balances and subsequently divided between the participants. The liabilities from cash-pooling bank loans amounted CZK 3,487,886 thousand and cash-pooling liabilities to subsidiaries in amount of CZK 250,855 thousand as at 31 March 2009 (as at 31 December 2008 CZK 1,725,404 and CZK 252,657 thousand).

UNIPETROL, a.s.

Notes to the condensed non-consolidated interim financial statements prepared in accordance with International Financial Reporting Standards

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24. COMMITMENTS AND OTHER CONTINGENCIES

Contingent liabilities and commitments related to the sale of shares in KAUČUK, a.s.

Determination of Liability for Impacts of Operation of KAUČUK, a.s. on Environment

The environmental audit of plots of land owned by the Company and used by KAUČUK, a.s. was performed for the purpose of determining the liability of contractual parties arising from existing or future impacts of KAUČUK, a.s. operation on the environment. The share purchase agreement provides that liability for the environmental conditions originating prior to the closing of the transaction lies with the Company and liability for the environmental conditions originating after the closing of the transaction lies with Dwory. Liability of the contractual parties for the environmental conditions is limited up to 10 % of the purchase price for the shares (and by 5 years).

Execution of Agreement on Pre-emptive Right to Plots of Land Owned by UNIPETROL and Used by KAUČUK, a.s. for Its Operations

On 10 July 2007 the Company and KAUČUK, a.s. executed the agreement pursuant to which UNIPETROL undertook to create in favor of KAUČUK, a.s. the pre-emptive right and other rights to certain plots of land owned by the Company in industrial area in Kralupy nad Vltavou which are used by KAUČUK, a.s. for its operations. The share purchase agreement anticipates that the sale of the subject plots of land will be realized after satisfaction of all administrative, operational and legal conditions necessary for a split of parts of industrial area in Kralupy nad Vltavou.

Apart from the foregoing, the sale of shares of KAUČUK, a.s. owned by the Company to Dwory was based on the following major principles, among others:

- uninterrupted operation of the present butadiene unit;
- contractual satisfaction of supplies of energies, steam, water and other services within the industrial area in Kralupy nad Vltavou which are at present provided by KAUČUK, a.s. to ČESKÁ RAFINÉRSKÁ, a.s.; and
- continuation of all important agreements with the companies of Unipetrol Group and further operation of the energy unit.

Contingent liabilities related to the sale of shares in SPOLANA a.s.

The purchase price in accordance with the share purchase agreement entered into in 2006 between the Company and Zakłady Azotowe ANWIL Spółka Akcyjna, may be subject to price adjustments which would result mainly on the occurrence of any of the following events:

- (i) Environmental guarantees provided by the National Property Fund of the Czech Republic will not be sufficient for compensation of costs for the environmental damage remediation of the Old Amalgam Electrolysis project.

UNIPETROL, a.s.

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24. COMMITMENTS AND OTHER CONTINGENCIES (CONTINUED)

In this case the Company will be obligated to financially indemnify ANWIL up to 40 % of the purchase price provided that all necessary steps will have been taken by ANWIL and SPOLANA a.s. without success for obtaining additional funds for this purpose.

- (ii) Other potential obstacles in future operation of SPOLANA a.s.

In this case, the Company will be obligated to financially indemnify ANWIL up to 1-3 % of the purchase price.

Claims related to fines imposed by the European Commission

In November 2006, the European Commission imposed fines, among others, upon Shell, Dow, Eni, UNIPETROL, a.s. and KAUCUK, a.s. for an alleged cartel in the area of Emulsion Syrene Butadiene Rubber ("ESBR"). UNIPETROL, a.s. and KAUCUK, a.s., its subsidiary at that time, were jointly imposed a fine of EUR 17.5 million, which they paid to the Commission. At the same time, both companies appealed to the Court of First Instance in Luxembourg and this action is pending.

Following the above decision of the European Commission, UNIPETROL, a.s. has been served with a claim for damages, which tire producers brought against the members of the ESBR cartel.

The claim for damages was filed with the High Court of Justice, Queen's Bench Division, Commercial Court in the United Kingdom. The claimants ask for damages, together with interest, to compensate for their loss suffered as a result of an alleged cartel. The amount claimed is to be assessed. The Company challenged the jurisdiction of the UK courts to deal with the claim. The Company's challenge is pending.

Furthermore, the Italian group Eni, one of the entities fined by the European Commission, initiated a proceeding before a court in Milan in which it seeks a judgment that the ESBR cartel did not exist and no damage occurred as a result thereof. Eni's action has also been served upon UNIPETROL, a.s., which decided to take part in the proceeding.

UNIPETROL, a.s.

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25. RELATED PARTIES

Parent and ultimate controlling party

During period ended 31 March 2009 a majority of the Company's shares were in possession of POLSKI KONCERN NAFTOWY ORLEN S.A.

Transaction with non-consolidated subsidiaries, associates and other related parties during period ended 31 March 2009:

	31/3/2009				31/12/2008			
	PKN Orlen	Entities under control or significant influence of the Company	Entities under control or significant influence of PKN Orlen	Other related parties	PKN Orlen	Entities under control or significant influence of the Company	Entities under control or significant influence of PKN Orlen	Other related parties
Current assets	185	11,921,747	300,025	--	182	10,094,601	300,047	--
Non-current assets	--	3,000,184	--	--	--	3,090,779	--	--
Current liabilities	9,476	263,773	5	--	1,228	262,530	7	--
Non-current liabilities	--	--	--	--	--	--	--	--
Revenues	--	87,113	--	--	383	371,177	160	--
Expenses	4,935	23,204	--	--	3,660	121,821	65	--
Purchases of financial assets	--	--	--	--	47,403	--	--	--
Purchases of property, plant and equipment and intangible assets	4,308	--	--	--	--	1,276	--	--
Dividend income	--	--	--	--	--	3,950,209	--	1,000
Interests income	--	133,373	2,641	--	--	549,728	11,354	--
Other financial income	--	2,341	--	--	--	3,029	--	--
Dividends paid	--	--	--	--	2,016,098	--	--	--

UNIPETROL, a.s.

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26. RISK MANAGEMENT

The Company manages below described categories of risks.

Currency risk management

The currency risk arises most significantly from the exposure of loans to subsidiaries denominated in foreign currencies (see notes 13 and 16).

Currency risk is mostly covered by natural hedging with bank loans and borrowings (see notes 21 and 23) denominated in the same currencies.

Interest rate risk management

The Company has adopted a Debt Policy, which fully covers interest rate risk as well as transferring of external financial sources to subsidiaries. These external financial sources are transferred with similar conditions and interest rates including a mark up (see notes 21 and 23). There are no loans and borrowings used for Company's own purposes.

Credit risk management

The Company has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Loans to subsidiaries (notes 13 and 16) principally consist of amounts due from Group companies. The Company does not require collateral in respect of these financial assets. At the balance sheet date there was a significant concentrations of credit risk that is shown in notes 13 and 16. The Company's management monitors the most significant debtors and assesses their creditworthiness. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate liquid funds, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company's risk management objectives and policies are consistent with those disclosed in the non-consolidated financial statements as at and for the year ended 31 December 2008.

Signature of statutory representatives	11 May 2009
Krzysztof Urbanowicz	Wojciech Ostrowski
Chairman of the Board of Directors	Vice-chairman of the Board of Directors