

Information on procedure pursuant to Section 375 Business Corporations Act in relation with receipt of request of shareholder – PKN ORLEN S.A. to convene General Meeting for purpose of approval of proposal to transfer all UNIPETROL, a.s. shares to PKN ORLEN S.A.

1. On 19 July 2018, UNIPETROL, a.s. (herein after “**UNIPETROL**“) was served a request by 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 (herein after “**PKN ORLEN**“), in its position of majority shareholder of UNIPETROL, to convene a General Meeting of UNIPETROL and submit a proposal to transfer all remainder shares of UNIPETROL to PKN ORLEN pursuant to Section 375 Business Corporations Act for General Meeting decision (herein after “**Request**“).
2. PKN ORLEN has proved its position of main shareholder of UNIPETROL pursuant to Section 375 Business Corporations Act by an owner’s accounts statement showing that as at 17 July 2018 and 19 July 2018 PKN ORLEN owned in total 170,507,091 shares of UNIPETROL, with a right to vote, with the aggregate nominal value representing 94.0289 % of UNIPETROL registered share capital and approximately 94.0289% share in voting rights in UNIPETROL attached to the shares.
3. As per the Request, PKN ORLEN proposes a consideration of CZK 380 per one UNIPETROL share for transfer of all remainder shares in UNIPETROL onto PKN ORLEN.
4. PKN ORLEN submitted to UNIPETROL a justification of the proposed consideration together with the Request. Furthermore, PKN ORLEN submitted to UNIPETROL decision of the Czech National Bank dated 19 June 2018 by which the Czech National Bank granted its consent with approval of General Meeting resolution on transfer of all remainder participation securities of UNIPETROL to PKN ORLEN in its position of majority shareholder; the decision of the Czech National Bank came into force on 21 June 2018. The justification of the proposed consideration, as well as the Czech National Bank decision are available at UNIPETROL’s registered seat and at UNIPETROL website (www.unipetrol.cz) under section Investor relations reference Squeeze out of Unipetrol shares.
5. The Board of Directors of UNIPETROL will discuss the Request pursuant to relevant provisions of UNIPETROL Articles of Association and generally binding legal regulations, mainly the Business Corporations Act.
6. Transfer of all remainder shares of UNIPETROL to PKN ORLEN is subject to, mainly, approval of resolution regarding transfer of all remainder shares of UNIPETROL to PKN ORLEN by UNIPETROL General Meeting.

In Prague, 20 July 2018
UNIPETROL, a.s

