
**INVITATION TO ORDINARY GENERAL MEETING
OF UNIPETROL, A.S.**

The Board of Directors of
UNIPETROL, a.s.
with its registered office at Prague 4, Na Pankráci 127, Postal Code: 140 00,
registered in the Commercial Register maintained with the Municipal Court in Prague
File No. B 3020
Company ID No.: 61672190
(the “**Company**”),

c o n v e n e s

ORDINARY GENERAL MEETING

(the “**General Meeting**”),

which shall take place on 28 June 2018 at 11.00
in Konferenční centrum CITY, Praha 4 – Nusle, Na Strži 1702/65,, ZIP code: 140 00
with the following agenda:

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 2017, conclusions of the Report on Relations between Controlled Party and Controlling Party and Parties Controlled by Same Controlling Party (“**Related Parties Report**”) for the year 2017 and Explanatory Report of the Company’s Board of Directors prepared pursuant to Section 118(9) of Capital Market Business Act
5. Report on the results of activities of the Supervisory Board in the year 2017, position of the Supervisory Board regarding the ordinary separate financial statements as of 31 December 2017, the ordinary consolidated financial statements as of 31 December 2017 and the proposal of the Company’s Board of Directors on covering the loss for 2017 and position of the Supervisory Board regarding review of the Related Parties Report for the year of 2017
6. Report of the Audit Committee on results of its activities for the year of 2017
7. Approval of the Company’s ordinary separate financial statements as of 31 December 2017
8. Approval of the Company’s ordinary consolidated financial statements as of 31 December 2017
9. Decision on covering the Company loss for 2017
10. Recall and election of members of the Supervisory Board of the Company
11. Disapproval of competitive activities pursuant to Section 452 of the Act on Business Corporations
12. Recall and appointment of members of the Audit Committee of the Company
13. Closing of the General Meeting

Record Date for Attending General Meeting and Explanation of its Meaning for Voting at General Meeting

In accordance with Section 405 (3) of the Act No. 90/2012 Coll., Act on Commercial Companies and Cooperatives (Business Corporations Act) (hereinafter referred to as the “**Act on Business Corporations**”), the record date for attendance at the General Meeting is the seventh (7th) day preceding the day of the General Meeting, i.e. 21 June 2018.

Only a shareholder, who is listed in the excerpt from the records of the book-entered shares of the Company as at the record date, may attend the General Meeting, vote at the General Meeting and perform other shareholder’s rights at the General Meeting.

Proposed Resolutions and their Justification

Proposed resolutions to individual items of the General Meeting agenda, including their justification, are contained in the attachment to this invitation, which forms an integral part of this invitation.

Attendance of Shareholder at General Meeting. Power of Attorney to Represent at General Meeting.

The shareholder of the Company may attend the General Meeting personally or through a representative.

The power of attorney for representing of shareholder at the General Meeting must be in writing and must state whether it was granted for representing at one or more General Meetings.

The power of attorney form is available to shareholders of the Company from a moment of publication of this invitation to the General Meeting (1) in the paper form in the registered office of the Company at the address Prague 4, Na Pankráci 127, Postal code: 140 00, on Monday until Friday from 9.00 until 12.00 and (2) in the electronic form on the website of the Company (www.unipetrol.cz) in section "Investor relations" under the reference "General Meeting". Every person may request sending of the form of the power of attorney for representation at the General Meeting for his/her account and risk in the paper form or by electronic means on the electronic address: valna.hromada@unipetrol.cz or general.meeting@unipetrol.cz.

Each shareholder may notify the Company by electronic means of a granted power of attorney for his representing at the General Meeting, as well as, of recalling of a power of attorney by the principal. The notification may be performed by delivery of an e-mail message by the shareholder to the e-mail address valna.hromada@unipetrol.cz or general.meeting@unipetrol.cz and attaching a readable electronic copy (scan or photo picture via digital camera) of (a) a written power of attorney of the shareholder signed by the shareholder and saved in pdf, jpg or xps format, or (b) a written recall of a power of attorney signed by the shareholder and saved in pdf, jpg or xps format. In case that the e-mail message or its attachment containing the power of attorney or its recall is not readable, the Company shall request the shareholder to deliver a flawless written power of attorney or its recall again by electronic means provided that such request shall be sent by the Company to the e-mail address of the shareholder, from which the e-mail message with the defected power of attorney or its recall has been sent. In case that the written power of attorney or its recall is not readable, such power of attorney or its recall shall not be regarded as duly granted or made. For avoidance of any doubt, the shareholder is entitled to notify the Company of granting a power of attorney to represent him at the General Meeting, as well as, of recalling of a power of attorney by the principal by electronic means using an electronic signature.

Please note that the obligation of the shareholder or his representative to identify himself on the General Meeting by submitting documents specified herein (except for a power of attorney) shall not be affected by the notification on granting of the power of attorney through electronic means.

Please note that it is deemed that a person registered in the records of investment securities or in registry of book-entered securities as a trustee or as a person authorized to perform the rights attached to the shares, is authorized to perform on behalf of a shareholder all rights attached to the shares registered on a particular account, including the right to vote at the General Meeting.

Registration of the shareholders shall begin on 28 June 2018 at 10.00 at the place where the General Meeting is held.

The shareholder – an individual shall identify himself by presenting a valid identity document. The shareholder – legal entity represented at the General Meeting by its statutory body or its member(s) or representative under power of attorney is further obliged to submit a shareholder – legal entity excerpt from the commercial register not older than three (3) months before the date of holding of the General Meeting. Shareholder's representative is obliged to present a written power of attorney containing the extent of the representative's authority unless the granting of the power of attorney was notified to the Company by electronic means pursuant to section 9.2 of Company Articles of Association. In case of a power of attorney granted by the shareholder to a representative - legal entity, the representative is further obliged to submit an excerpt from the commercial register of such entity (proxy) not older than three (3) months before the date of holding of the General Meeting. The affected persons are obliged to hand over to the Company the powers of attorney and excerpts from the commercial register pursuant to section 9.3 of Company Articles of Association. Documents issued by foreign authorities, which are submitted by the shareholder or the shareholder's representative, shall be superlegalized or accompanied with authenticity certificate (apostille), if the Czech Republic does not have a mutual legal assistance treaty concluded with a state, where the shareholder has his permanent residence or registered seat. If any of abovementioned documents or the authenticity certificates are in a foreign language (except for Slovak language), these shall be submitted together with an official translation into Czech language.

The authorization of persons registered in the records of investment securities as a trustee or as a person authorized to exercise rights attached to shares kept at a particular account, shall be proved by the excerpt from the records of investment securities which shall be arranged by the Company for purposes of the holding of the General Meeting.

The shareholders or their representatives present at the General Meeting shall be recorded in the attendance list. If the Company rejects to record a particular person to the attendance list, it shall record this fact to the attendance list, including the reasons of the rejection.

Please note that voting via correspondence or the voting via electronic means (adoption of a decision via *per rollam* voting) shall not be available at the General Meeting or in connection with holding of the General Meeting.

No costs incurred by the shareholders in connection with attending the General Meeting shall be reimbursed.

Information on Overall Number of Shares Issued by Company and Voting Rights Attached Thereto

The Company issued in total 181,334,764 pieces of common bearer shares in the book-entered form with the nominal value of CZK 100 per a share. One (1) vote is attached to each share with nominal value of CZK 100. In this respect, the aggregate number of votes attached to the shares is 181,334,764 votes.

Rights of Shareholder in Connection with Attending General Meeting

Rights of shareholder regarding attending the General Meeting are set forth in the Articles of Association of the Company, which are available on the internet website of the Company (www.unipetrol.cz) provisions of the Act on Business Corporations and other applicable legal regulations. The shareholder shall perform his right to manage the Company through attending the General Meeting. The shareholder shall adhere to the organizational measures adopted in accordance with Section 8.2 letter w) of the Articles of Association of the Company.

The shareholder is entitled to attend the General Meeting, vote at the General Meeting, request and obtain an explanation from the Company to matters relating to the Company or companies controlled by it, if such explanation is necessary to assess content of matters included in the agenda of the General Meeting or to assess performance of shareholder's rights at the General Meeting, and submit his proposals and counter-proposals regarding items in the agenda of the General Meeting. Shareholder may submit a request for explanation as per the previous sentence in writing. The request shall be submitted after publishing of this invitation to General Meeting and before the General Meeting takes place. The Board of Directors shall provide explanation on matters regarding the current General Meeting directly at the General Meeting. In case that is not achievable due to complexity of the explanation, the Board of Directors shall provide the explanation within fifteen (15) days of the day of the General Meeting even though such is no longer necessary to consider of dealings of the General Meeting or to exercise shareholder's rights at the General Meeting. Information provided in the explanation shall be precise and it must provide a sufficient and true picture of matter in question. The explanation may be provided in the form of a collective answer to several questions of the similar content. The shareholder shall be deemed to receive an explanation provided the information is published on the website of the Company at latest on the day preceding the day of holding of the General Meeting and the information is available to the shareholders at the place of holding of the General Meeting. If the information is provided to a shareholder, any other shareholder of the Company has the right to obtain such information without having to comply with the procedure under Section 357 of the Act on Business Corporations. The Board of Directors may refuse to provide the explanation fully or in part in case providing it may cause a harm to the Company or its controlled companies, in case it is an inside information or a restricted information under respective legal regulations or the requested explanation is available to public. The Board of Directors shall consider conditions for refusing to provide the explanation and shall inform the shareholder about the reasons for refusal. Information regarding refusal to provide explanation shall be part of the minutes from the General Meeting. Shareholder has a right to request the Supervisory Board to determine that conditions for refusing to provide an explanation were not fulfilled and the Board of Directors is obliged to provide the explanation. The Supervisory Board shall decide on the request of the shareholder directly at a General Meeting, and if not possible, within five (5) working days of the General Meeting. In case the Supervisory Board does not consent to providing the explanation or it does not respond within the five (5) working days' period, the matter on providing the explanation shall be decided by the court based on a request of the shareholder. The right to initiate the court proceedings must be exercised within one (1) month of the date of the General Meeting at which providing the explanation was refused, eventually from refusal or failure to provide the information within the time period under Section 358(1) Act on Business Corporations (i.e. within fifteen (15) days of the day of the General Meeting); late exercise of the right will not be considered.

Voting at General Meeting, Submitting of Proposals, Counterproposals and Protests

The shareholders attending the General Meeting shall vote, following a call by the Chairman of the General Meeting, eventually person empowered to chair the General Meeting until election of the Chairman, first on a proposal of convener of the General Meeting. If such proposal is not adopted, counterproposals are voted on in the order in which they were submitted. The results of voting are verified and announced by scrutators to the Chairman of the General Meeting eventually person empowered to chair the General Meeting until election of the Chairman, and the minutes clerk. The voting shall take place using voting ballots, unless the General Meeting decides

otherwise. The voting rights attached to the shares, which may not be performed, are not taken into consideration during the voting at the General Meeting. The shareholder may not perform his voting rights in cases specified in Section 426 and 427 of the Act on Business Corporations. Pursuant to the Articles of Association of the Company, it is not possible to vote at the General Meeting through correspondence or via electronic means (*per rollam* voting).

The course of holding of the General Meeting shall be recorded in the minutes. The minutes clerk shall prepare the minutes from the General Meeting in fifteen (15) days from its closing. The shareholder may request the Board of Directors to provide a copy of the minutes, or their part, anytime during the existence of the Company. If the minutes or their part are not published within the time period of fifteen (15) days on the website of the Company, copies thereof shall be made at the Company cost.

If the shareholder intends to submit his counterproposals at the General Meeting regarding matter in the agenda of the General Meeting, the shareholder shall deliver a wording of his proposal or counterproposal to the Company in an reasonable time period prior to holding of the General Meeting; this shall not apply to proposals for election of individual persons to the corporate bodies of the Company. The Board of Directors is obliged to publish the counterproposal with its standpoint in the manner prescribed by the applicable law and the Articles of Association of the Company for calling of the General Meeting; this shall not apply if the notice was delivered to the Company less than two (2) days before holding of the General Meeting or if costs for its publication were in significant disproportion to the importance and content of the counterproposal or if the wording of the counterproposal contains more than one hundred (100) words. If the counterproposal contains more than one hundred (100) words, the Board of Directors shall inform the shareholders of characteristics of the counterproposal together with its standpoint provided that it shall publish the counterproposal at the website of the Company.

Please note that the shareholder has a right to submit proposals to matters of the agenda of the General Meeting also before publication of the invitation to the General Meeting. The Board of Directors shall publish the proposal, which is delivered to the Company at latest seven (7) days prior to the publication of the invitation to the General Meeting, together with such invitation to the General Meeting and its standpoint. The proposals delivered after the time period set forth in the preceding sentence hereof shall be governed by the rules specified in the preceding paragraph hereof.

The shareholder or shareholders having the shares, whose aggregate nominal value or number of shares reaches at least one per cent (1%) of the registered capital of the Company, may request the Board of Directors to include a matter determined by them into the agenda of the General Meeting, provided the matter in question is supplemented by a proposal of resolution or including into the General Meeting is justified. If such request is received after publication of the invitation to the General Meeting, the Board of Directors shall publish an addition to the agenda of the General Meeting at latest five (5) days prior to the decisive day for attending the General Meeting. If such publication is not possible, the requested matter can be put into the agenda of the General Meeting only if all shareholders of the Company agree to that.

A shareholder of the Company may not seek invalidity of a resolution of the General Meeting, if no protest against the resolution in question was submitted, except where the protest was not recorded in the minutes by mistake of the minutes clerk or the Chairman of the General Meeting, or the claimant was not present at the General Meeting, or reasons for invalidity of the resolution could not have been identified at the General Meeting.

Proposal for covering Company loss for 2017

In accordance with Section 120a (2) Act no. 256/2004 Coll., Capital Markets Business Act, as amended, the Board of Directors pursuant to Section 6.8 and 12.4 letter d) Articles of Associations of the Company hereby informs:

The Company Board of Directors, after review by the Supervisory Board of the Company, submits to the General Meeting a proposal to cover the whole non-consolidated loss of the Company for 2017 of CZK 28,528,411.21 from the Company non-consolidated retained earnings of past years in the same amount.

Proposal of resolution to item no. 9 of the agenda of the General Meeting „ Decision on covering the Company loss for 2017 “ is presented in the attachment to this invitation.

Other Documents Relating to General Meeting

This invitation, including its attachment (proposals of resolution including its justification eventually statement of the Board of Directors), which forms its integral part, the power of attorney form for representing shareholder at the General Meeting, the proposal of amendments to the Articles of Association of Company, as well as, potential proposals or counter-proposals of shareholders to proposals published in the invitation to the General Meeting, data concerning total number of issued shares and the votes attached thereto as to the date of publication of the invitation to the General Meeting, the ordinary separate and

consolidated financial statements of the Company as of 31 December 2017, the Related Parties Report for the year 2017 pursuant to Section 82 of the Act on Business Corporations, report of the Company's Board of Directors on business activities of the Company and state of its property for the year 2017 and other documents relating to the agenda of the General Meeting are available for inspection of the shareholders from the date of publication of this invitation in 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. The document shall be available also on the website of the Company (www.unipetrol.cz) in section "Investor relations" under the reference "General Meeting" and on the internet portal www.patria.cz. This invitation, including its attachment (with proposals of resolutions and their justification eventually with position of the Board of Directors) forming its inseparable part is also published in the Commercial Gazette (*Obchodní věstník*).

Board of Directors of UNIPETROL, a.s.



Krzysztof Zdziarski
Chairman of Board of Directors



Miroslaw Kastelik
Vice-Chairman of Board of Directors

Schedule to Invitation to Ordinary General Meeting

ORDINARY GENERAL MEETING OF UNIPETROL, A.S. HELD ON 28 JUNE 2018
DRAFT RESOLUTIONS OR STATEMENTS OF BOARD OF DIRECTORS WITH RESPECT TO INDIVIDUAL
AGENDA ITEMS

ITEM 1: OPENING OF GENERAL MEETING

No resolution is proposed to this item of agenda for voting by the shareholders.

ITEM 2: APPROVAL OF RULES OF PROCEDURE OF THE GENERAL MEETING

Resolution:

The General Meeting of UNIPETROL, a.s. approves, pursuant to Section 8.2 letter w) of the Articles of Association of UNIPETROL, a.s., the rules of procedure of the General Meeting of UNIPETROL, a.s. in wording submitted by the Board of Directors of UNIPETROL, a.s.

Justification:

The Rules of Procedure represent an instrument which governs some procedural matters of the General Meeting. Its adoption is anticipated in Section 8.2 letter w) of the Articles of Association. The submitted wording of Rules of Procedure is based on previous practice of the Company.

ITEM 3: ELECTION OF PERSONS INTO WORKING BODIES OF THE GENERAL MEETING

Resolution:

The General Meeting of UNIPETROL, a.s. elects, pursuant to Section 8.2 letter w) of the Articles of Association of UNIPETROL, a.s., the following persons into the position of:

- a) *the Chairman of the General Meeting of UNIPETROL, a.s.*
JUDr. Ing. Karel Dřevínek, Ph.D., LL.M.
- b) *the Minutes Clerk of the General Meeting of UNIPETROL, a.s.*
Zuzana Dušková
- c) *the Verifiers of the Minutes from the General Meeting of UNIPETROL, a.s.*
Mgr. Michal Bábik, JUDr. Lucia Urbánková Tkáčová
- d) *the Scrutators of the General Meeting of UNIPETROL, a.s.*
Petr Brant, Milan Vácha

Justification:

Election of persons into the General Meeting bodies follows the requirement under applicable legal regulations to ensure a proper course of the General Meeting. The persons suggested by the Board of Directors into the bodies of the General Meeting have sufficient qualification and experience to perform the offices.

ITEM 4: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR THE YEAR OF 2017, CONCLUSIONS OF THE RELATED PARTIES REPORT FOR THE YEAR 2017 AND EXPLANATORY REPORT OF THE COMPANY'S BOARD OF DIRECTORS PREPARED PURSUANT TO SECTION 118(9) OF CAPITAL MARKET BUSINESS ACT

Statement of the Board of Directors:

The subject-matter of the item 4 of the agenda of the General Meeting, is discussion on the Report of the Company's Board of Directors on business activities of the Company and state of its property for 2017.

Within the item 4 of the agenda of General Meeting the Board of Directors of the Company informs the Shareholders of the Company about conclusions of the Related Parties Report for the year 2017.

In accordance with Section 118 (9) of the Act no. 256/2004 Coll. Capital Market Business Act, the subject-matter of the item 4 of the agenda of General Meeting of UNIPETROL, a.s. is also discussion of the Explanatory report of the Company's Board of Directors to matters pursuant to Section 118(5) letters a) to k) of the Capital Market Business Act. The content of such explanatory report pursuant to Section 118 (9) of the Capital Market Business Act is description of the structure and mechanism of the corporate governance, as well as, other matters, which may have influence on the procedure and success of a potential take-over bid with respect to Company shares.

The Report of the Company's Board of Directors on business activities of the Company and state of its property for the year 2017, the Related Parties Report, as well as the Explanatory report of the Board of Directors pursuant to Section 118 (9) of the Capital Market Business Act are not subject of voting by the Company shareholders.

ITEM 5: REPORT ON THE RESULTS OF ACTIVITIES OF THE SUPERVISORY BOARD IN THE YEAR 2017, POSITION OF THE SUPERVISORY BOARD REGARDING THE ORDINARY SEPARATE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2017, THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2017 AND THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS ON COVERING THE LOSS FOR 2017 AND POSITION OF THE SUPERVISORY BOARD REGARDING REVIEW OF THE RELATED PARTIES REPORT FOR THE YEAR OF 2017

Statement of the Board of Directors:

The subject-matter of the item 5 of the agenda of the General Meeting is discussion on report and standpoints of the Supervisory Board to matters of the Company pursuant to Section 83 (1), Section 447 (3) and Section 449 (1) of the Act on Business Corporations.

The report and standpoints of the Supervisory Board are not subject of voting by the shareholders.

ITEM 6: REPORT OF THE AUDIT COMMITTEE ON RESULTS OF ITS ACTIVITIES FOR THE YEAR OF 2017

Statement of the Board of Directors:

The subject-matter of item 6 of the agenda of the General Meeting is the Report on results of activities of the Company Audit Committee.

The Report of the Audit Committee on the results of its activities is not subject of voting by the Company shareholders.

ITEM 7: APPROVAL OF THE COMPANY'S ORDINARY SEPARATE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2017

Resolution:

The General Meeting of UNIPETROL, a.s. approves, pursuant to Section 8.2 j) of the Articles of Association of UNIPETROL, a.s., the ordinary separate financial statements of UNIPETROL, a.s. as of 31 December 2017.

Justification:

The Company is obliged, pursuant to applicable generally binding legal regulations, to prepare for each accounting period ordinary separate financial statements and to submit them for approval to the General Meeting of the Company. The ordinary separate financial statements are available to shareholders in the registered office of the Company and on the webpages of the Company (www.unipetrol.cz) in section *Investor Relations*, link *General Meeting*.

ITEM 8: APPROVAL OF THE COMPANY'S ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2017

Resolution:

The General Meeting of UNIPETROL, a.s. approves, pursuant to Section 8.2 letter j) of the Articles of Association of UNIPETROL, a.s., the ordinary consolidated financial statements of UNIPETROL, a.s. as of 31 December 2017.

Justification:

The Company is obliged, pursuant to applicable generally binding legal regulations, to prepare for each accounting period ordinary consolidated financial statements and to submit them for approval to the General Meeting of the Company. The ordinary consolidated financial statements are available to shareholders in the registered office of the Company and on the website of the Company (www.unipetrol.cz) in section *Investor Relations*, link *General Meeting*.

ITEM 9: DECISION ON COVERING THE LOSS FOR 2017

Resolution:

Pursuant to Section 8.2 letter k) of Articles of Association of UNIPETROL, a.s. the General meeting of UNIPETROL, a.s. resolves to approve to cover the whole non-consolidated loss of the company for 2017 in the amount of CZK 28,528,411.21 from the company non-consolidated retained earnings of past years in the same amount.

Justification:

In accordance with binding legal regulations and Articles of Association of UNIPETROL, a.s. decision on distribution of profits and covering of loss is vested within the powers of the Company General Meeting.

The current and forecasted market situation is under a strong influence of tensions occurring in different parts of the world. The Board of Directors expects market uncertainty to increase, especially when compared to years 2016 and 2017 which were extremely supportive in terms of results achieved. This may translate into, among others, higher UNIPETROL Group's crude oil purchases costs, lower refining and petrochemical margins as well as higher, when compared to the previous years, total value of the working capital engaged. In 2018, the finalisation of the UNIPETROL Group's largest investment in the history of the Czech petrochemical industry – the PE3 unit – will be taking place along with execution of other investment projects which will require considerable financial outlays.

The Company's Board of Directors has always stressed that maintenance of an adequate safety buffer in periods of market uncertainty is a priority to the Company. Taking into account the current macro conditions as well as the potential internal needs of increased financing, the Company's Board of Directors does not propose a dividend payment from the Company's retained earnings of past years to its shareholders.

The proposal to cover the Company loss for 2017, submitted by the Company Board of Directors, for approval by the General Meeting is in line with the applicable generally binding legal regulations and Company Articles of Association.

ITEM 10: RECALL AND ELECTION OF MEMBERS OF THE SUPERVISORY BOARD OF THE COMPANY

Resolution for recall of members of the Supervisory Board of the Company:

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

[name to be inserted]

from the office of member of the Supervisory Board of UNIPETROL, a.s. with effect as of [to be inserted].

Resolution for election of members of the Supervisory Board of UNIPETROL, a.s.:

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

[name to be inserted], date of birth: [to be inserted], residing at [to be inserted]

into the office of member of the Supervisory Board of UNIPETROL, a.s. with effect as of [to be inserted].

Justification:

Election of members of the Supervisory Board of UNIPETROL, a.s. is proposed due to:

- (i) resignation of Mr. Piotr Kearney (with effect as of 30 June 2017), Mr. Sławomir Jędrzejczyk (with effect as of 29 July 2017), Mrs. Grażyna Baka (with effect as of 6 March 2018), Mr. Rafał Maciej Pasięka (with effect as of 7 March 2017), Mr. Wojciech Jasiński (with effect as of 8 March 2018), and Mr. Krystian Pater (with effect as of 6 April 2018) from the office of member of the Supervisory Board of the Company. Substitute members of the Supervisory Board of the Company were appointed to the four vacant positions in the Company Supervisory Board, pursuant to Section 16.3 of Company Articles of Association until the next General Meeting of the Company (i.e., the General Meeting of the Company convened hereby for 28 June 2018), namely (x) by resolution of the Supervisory Board of the Company dated 8 November 2018 Mr. Rafał Warpechowski (with effect as of 8 November 2017) and (y) by resolution of the Supervisory Board of the Company dated 21 February 2018 Mrs. Wioletta Kandziak (with effect as of 7 March 2018), Mr. Janusz Jakub Szurski (with effect as of 8 March 2018), and Mr. Robert Harasimiuk (with effect as of 9 March 2018), and
- (ii) lapse of term of office of the member of the Supervisory Board, Mr. Ivan Kočárník as of 25 June 2018.

Standard template of agreement on performance of position of member of the Supervisory Board between the Company and member of the Supervisory Board of the Company in wording approved at the Company General Meeting on 26 May 2014 shall be concluded with the elected members of the Supervisory Board. The Company 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 Supervisory Board shall be used to regulate relations between the Company and newly elected member of the Supervisory Board of the Company, unless the Company General Meeting of, based on a shareholder proposal, approves other agreement on performance and/or other remuneration, including conditions of its payment.

The shareholders may propose specific members of the Supervisory Board for recall and candidates for election into the position of member of the Supervisory Board of the Company to the Company General Meeting.

ITEM 11: DISAPPROVAL OF COMPETITIVE ACTIVITIES PURSUANT TO SECTION 452 OF THE ACT ON BUSINESS CORPORATIONS

Resolution:

The General Meeting does not consent to the competitive activities of Mr. [to be inserted] regarding [to be inserted].

Justification:

The Board of Directors proposes this item into the agenda of the General Meeting for the event that a member of the Supervisory Board will deliver a notification regarding competitive activities pursuant to Section 452 of the Act on Business Corporations.

ITEM 12: RECALL AND ELECTION OF MEMBERS OF THE AUDIT COMMITTEE OF THE COMPANY

Resolution for recall of members of the Audit Committee of the Company:

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

[name to be inserted]

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

Resolution for election 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

[name to be inserted], date of birth: [to be inserted], residing at [to be inserted]

into the office of member of the Audit Committee of UNIPETROL, a.s. with effect from [to be inserted]

Justification:

Appointment of members of the Audit Committee of the Company is proposed due to lapse of Mr. Stanisław Waclaw Urban's term of office of member of Audit Committee and his appointment as substitute member of the Company Audit Committee with effect from 2 June 2018 until the next General Meeting of the Company (i.e., the General Meeting of the Company convened hereby for 28 June 2018), namely by resolution of the Supervisory Board of the Company dated 25 May 2018 pursuant to Section 19.7 of Company Articles of Association.

Standard template of agreement on performance of position of member of the Audit Committee between the Company and member of the Audit Committee of the Company in wording approved at the Company General Meeting on 26 May 2014 shall be concluded with the appointed members of the Audit Committee. The Company 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 the Company and newly appointed member of the Audit Committee of the Company unless the Company General Meeting, based on a shareholder proposal, approves other agreement on performance and/or other remuneration, including conditions of its payment.

The shareholders may propose specific members of the Audit Committee for recall and candidates for appointment into the position of member of the Audit Committee of the Company to the General Meeting of the Company.

ITEM 13: CLOSING OF THE GENERAL MEETING

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