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

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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**

**based on a request of Polski Koncern Naftowy ORLEN Spółka Akcyjna (PKN ORLEN S.A.),**

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 (“**PKN Orlen**”),

as majority shareholder (in Czech: *hlavní akcionář*) of the Company pursuant to Section 375 of Act no. 90/2012, on business companies and cooperatives (Business Corporations Act), as amended (the “**Business Corporations Act**”)

**ORDINARY GENERAL MEETING**

(the “**General Meeting**”),

**which shall take place on 28 August 2018 at 9.00  
in Konferenční centrum CITY, Praha 4 – Nusle, Na Strži 1702/65, ZIP code: 140 00**

with the following agenda:

1. Opening of General Meeting
2. Approval of rules of procedure of the General Meeting
3. Election of persons into working bodies of the General Meeting
4. Approval of squeeze out of participation securities to majority shareholder
5. Closing of 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 Business Corporations Act, the record date for attendance at the General Meeting is the seventh (7<sup>th</sup>) day preceding the day of the General Meeting, i.e. 21 August 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 schedule 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](http://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](mailto:valna.hromada@unipetrol.cz) or [general.meeting@unipetrol.cz](mailto: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](mailto:valna.hromada@unipetrol.cz) or [general.meeting@unipetrol.cz](mailto: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 August 2018 at 8.00 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 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](http://www.unipetrol.cz)) provisions of the Business Corporations Act 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 Business Corporations Act. 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 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) Business Corporations Act (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 or designated to chair the General Meeting until election of the Chairman, first on a proposal submitted by the 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 or designated 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 Business Corporations Act. 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 a 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 for resolution or including into the General Meeting agenda is well-founded and PKN Orlen, who submitted a request to convene the General Meeting, agrees to adding such item into the General Meeting agenda. 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.

#### **Request of majority shareholder to convene General Meeting for purpose of approving squeeze out of all Company shares**

On 19 July 2018, Company Board of Directors received a request of PKN Orlen, as the majority shareholder, dated 19 July 2018, to convene General Meeting of the Company and submit a proposal to transfer all remaining Company shares to PKN Orlen pursuant to Section 375 of Business Corporations Act (the “**Request**”).

#### **Documents delivered to Company together with Request**

PKN Orlen delivered following documents to the Company together with the Request:

- (i) statements of the owner’s accounts of PKN Orlen. The respective statements show that PKN Orlen owned, as at 17 July and 19 July 2018, in total 170,507,091 shares of the Company, with the aggregate nominal value representing approximately 94.0289% of Company registered share capital, to which shares with voting rights were issued, and which represent approximately 94.0289% share in voting rights in the Company; therefore, PKN Orlen is majority shareholder in the Company pursuant to Section 375 Business Corporations Act and is entitled to request convening of Company General Meeting to decide on approval of squeeze out of all Company shares, i.e. common bearer shares in the book-entered form with the nominal value of CZK 100 each, ISIN: CZ0009091500, to PKN Orlen pursuant to Section 375 et seq. of Business Corporations Act;
- (ii) justification of the amount of consideration pursuant to Section 376(1) and Section 391(1) Business Corporations Act (the “**Justification of Amount of Consideration**”); and

- (iii) decision of the Czech National Bank (“CNB”) pursuant to Section 391 Business Corporations Act dated 19 June 2018, granting its consent with approval of General Meeting resolution on transfer of all remaining participation securities of UNIPETROL to PKN Orlen in its position of majority shareholder (the “**CNB Decision**”). CNB decision came into force on 21 June 2018.

#### Key information on determination of amount of consideration

PKN Orlen proposes in the Request a consideration for transfer of all other Company shares to PKN Orlen of CZK 380 (three hundred eighty Czech crowns) per one Company share (the “**Consideration**”). PKN Orlen supported the amount of the Consideration by the Justification of Amount of Consideration. CNB, following a review on whether PKN Orlen duly justified the amount of the Consideration, decided to grant its consent to PKN Orlen with approval of General Meeting resolution on transfer of all remaining participation securities to PKN Orlen. CNB, among others, stated in the CNB Decision that PKN Orlen applied appropriate criteria to determine adequacy of the proposed Consideration.

#### Further content of Request and submitted document

As regards further content of the Request and the submitted documents, the Board of Directors notes following:

1. Conclusions of the Justification of Amount of Consideration are as follows:

- i) The Consideration in the amount of CZK 380 per share in the company corresponds with the purchase price for one share in the Company reached in a transaction between independent, informed and willing parties, therefore it can be deemed to be the actual value of one share in the Company (i.e. *fair value of a share*).
- On 28 December 2017, the majority shareholder published a voluntary public offer to purchase the shares in the Company for a price of CZK 380 per share (“**Voluntary Public Offer**”). As a result of the Voluntary Public Offer, on 23 February 2018 the majority shareholder acquired the ownership right to 56,280,592 shares in the Company (i.e. approximately 31 % of all shares in the Company) for a price of CZK 380 per share in a total of 952 transactions with in total 922 shareholders of the Company. These transactions were made between independent, informed and willing parties because (a) there was no connection between the majority shareholder and any of the shareholder-sellers, nor was there a relationship between the controlling and the controlled; the parties voluntarily decided to enter into the agreement, (b) both parties (as shareholders in the Company) had the same information about the current status of the Company and several of the shareholders-sellers are investors with strong analytical support and (c) both parties were willing purchase/sell one share in the Company for CZK 380.
  - Pursuant to the *Guideline on Valuation of Shares for Purposes of Mandatory Take-Over Offers, Public Tenders and Squeeze-outs*: “Each consideration, which is not lower than the value of the shares, can be deemed as adequate.” When the term “value of share is equal to the fair value”, is explained as: “the amount for which the share could be sold in a transaction between independent, informed and willing parties.”
  - Therefore, the purchase price per share in the Company under the Voluntary Public Offer of CZK 380 can be deemed as the fair value (i.e. the real value) of one share in the Company. The Consideration in the same amount of CZK 380 per one share in the Company is adequate because it is not lower than the fair value of one share in the Company.
- ii) The Consideration in the amount of CZK 380 per share in the Company is higher than the average price of trades with the shares in the Company on the regulated markets (i.e. the Prague Stock Exchange and RM-SYSTEM, česká burza cenných papírů a.s.) in the recent period.
- The shares in the Company are sufficiently liquid (based on average daily volume of transactions and average daily amount of traded shares). This data calculated for the last six months preceding the date of filing of the request with the Czech National Bank to grant its consent with the squeeze-out (i.e. 22 November 2017 until 22 May 2018) are CZK 21,440,132.39 (average daily volume) and 57,059 (average daily amount of traded shares) and for the six months preceding this period (i.e. 21 May 2017 until 21 November 2017; in order to avoid any impact of the Voluntary Public Offer on the calculation) are CZK 16,827,611.22 (average daily volume) and 51,936 (average daily amount of traded shares). According to the ESMA database using the criteria of average daily turnover (covering the period from 4 January 2017 to 12 September 2017), the shares in the Company are ranked as the fifth most liquid shares among 65 shares listed on the Prague Stock Exchange.

- Given the liquidity of the shares in the Company, the average price of trades with the shares in the Company on the regulated markets (i.e. the Prague Stock Exchange and RM-SYSTÉM, česká burza cenných papírů a.s.) in the recent period can be used for the purposes of justification of the amount of the Consideration. This average price of trades with the shares in the Company on the regulated markets (i.e. the weighted average) was CZK 375.84 in the period of 6 months preceding the filing with the Czech National Bank, i.e. from 21 November 2017 until 21 May 2018, and CZK 322.49 in the 6 months preceding this period (i.e. from 20 May 2017 until 20 November 2017; mentioned in order to avoid any impact of the Voluntary Public Offer on the calculation). This evidences that the proposed amount of the Consideration of CZK 380 per share is higher than the average price of trades with the shares in the Company in each of the given periods. Consequently, the Consideration in the amount of CZK 380 per share in the Company is adequate.
2. Payment of the Consideration to the entitled persons is ensured by PKN Orlen in accordance with the Request through Česká spořitelna, a.s., having its registered office at Praha 4, Olbrachtova 1929/62, Postal Code: 14000, Business ID no.: 45244782, registered in the Commercial Registry maintained by Municipal Court in Prague, file no. B 1171 (the “**Authorized Person**”). Board of Directors considers the Authorized Person, which holds a banking licence, to meet the requirements under Section 378 Business Corporations Act.

#### **Comment of Board of Directors to amount of Consideration**

Pursuant to Section 377(2) Business Corporations Act, Board of Directors of the Company submits following comment regarding adequacy (in Czech: *přiměřenost*) of the amount of the Consideration proposed by PKN Orlen:

- (i) Board of Directors of the Company thoroughly reviewed the Request and its schedules, including the Justification of Amount of Consideration and the CNB Decision.
- (ii) Board of Directors of the Company has no reservations regarding content of the Justification of Amount of Consideration. In Company Board of Directors’ opinion, the Justification of Amount of Consideration meets requirements under Section 376(1) and Sections 391(1) Business Corporations Act.
- (iii) CNB, following a review on whether PKN Orlen duly justified the amount of the Consideration, decided to grant to PKN Orlen its consent with approval of General Meeting resolution on transfer of all remaining participation securities to PKN Orlen. CNB, among others, stated in the CNB Decision that PKN Orlen applied appropriate criteria to determine adequacy of the proposed Consideration.
- (iv) In Company Board of Directors’ view the proposed amount of the Consideration matches the value of one Company share and of the Company as whole.

Based on the above the Board of Directors considers the amount of the proposed Consideration to be adequate.

#### **Call on pledgees**

The Company calls on the pledgees of the Company who have a pledge established to their benefit to the Company shares, to inform the Company that such pledge exists, in writing to the address of the Company registered seat (for the attention of Eva Sacilotto, IR Manager or via e-mail to e-mail address: [nucenyprechod@unipetrol.cz](mailto:nucenyprechod@unipetrol.cz) or [squeezeout@unipetrol.cz](mailto:squeezeout@unipetrol.cz)).

#### **Notice to owners of pledged Company shares**

Owners of the pledged Company shares are obliged to inform the Company without undue delay after learning of the General Meeting convocation, that the shares are pledged and who is the pledgee, in writing to the address of the Company registered seat (for the attention of Eva Sacilotto, IR Manager) or via e-mail to e-mail address: [nucenyprechod@unipetrol.cz](mailto:nucenyprechod@unipetrol.cz) or [squeezeout@unipetrol.cz](mailto:squeezeout@unipetrol.cz).

#### **Shareholder rights for information and access to document regarding squeeze out**

Shareholders, eventually other persons where prescribed by law, have following rights with respect item no. 4 of the General Meeting agenda:

- a) Right to review, in the Company registered seat, details regarding the majority shareholder, the Justification of Amount of Consideration, CNB Decision and information of the Company regarding process pursuant to Section 375 Business Corporations Act, in business days (Monday to Friday) from 9.00 until 12.00; and
- b) Right to request providing details of the majority shareholder, a copy of the Justification of Amount of Consideration, copy of the CNB Decision and information of the Company regarding process pursuant to Section 375 Business Corporations Act – these document, or copies respectively, will be issued free of charge not later than within three (3) working days of receipt of a request. The request may be submitted via e-mail to e-mail address: [nucenyprechod@unipetrol.cz](mailto:nucenyprechod@unipetrol.cz) or [squeezeout@unipetrol.cz](mailto:squeezeout@unipetrol.cz) or in writing to the address of the Company registered seat (for the attention of Eva Sacilotto, IR manager. Unless it is stated in the request that the shareholder is willing to receive the documents via mail, relevant document or deed will be made available to him for pick up at the Company registered seat.

Details regarding the majority shareholder, a copy of the Justification of Amount of Consideration, copy of the CNB Decision and information of the Company regarding process pursuant to Section 375 Business Corporations Act are also available at the Company website ([www.unipetrol.cz](http://www.unipetrol.cz)) under section] Investor relations reference Squeeze out of Unipetrol shares.

#### **Other Documents Relating to General Meeting**

Starting from the day of publication of this invitation, following documents continue to be available in the registered seat of the Company at Praha 4, Na Pankráci 127, ZIP code 140 00, in business days (Monday to Friday) from 9.00 until 12.00: this invitation, including its schedule (proposals of resolution including its justification eventually), which forms its integral part, the power of attorney form for representing shareholder at the General Meeting, 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 and other documents relating to the agenda of the General Meeting.

These documents are available also on the website of the Company ([www.unipetrol.cz](http://www.unipetrol.cz)) in section “Investor relations” under the reference “General Meeting”.

This invitation including its schedule (with proposals of resolution and their justification, eventually standpoint of Board of Directors) which form its integral part, is also published in the Commercial Bulletin and at website [www.patria.cz](http://www.patria.cz).

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. CONVENED FOR 28 AUGUST 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, Mgr. Jakub Smutný**
- 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: APPROVAL OF SQUEEZE OUT OF PARTICIPATION SECURITIES TO MAJORITY SHAREHOLDER**

**Resolution:**

*The General Meeting*

- I. *determines that the majority shareholder in the company in the meaning of Sec. 375 of Act. No. 90/2012 Coll., on Business Companies and Co-Operatives, is 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 (“**Majority Shareholder**”). As of the date of filing of the request for convocation of the General Meeting by the Majority Shareholder (i.e. 19 July 2018) and as of the decisive date of this General Meeting the Majority Shareholder owns 170,507,091 shares in the company, the aggregate nominal value of which corresponds to 94.0289 % of the registered capital of the company and to which a 94.0289 % share in the voting rights in the company is attached;

- II. resolves on passing of the ownership right to all the participation securities issued by the company owned by other owners of the participation securities than the Majority Shareholder on to the Majority Shareholder (“**Passing of Participation Securities**”). The Passing of Participation Securities will become effective by lapse of one month from the publication of registration of this resolution in the Commercial Register (“**Effective Date**”). The Board of Directors of the company shall request without undue delay following the Effective Date the registration of the ownership right of the Majority Shareholder to all the participation securities originally owned by the other owners of the participation securities of the company in the relevant evidence of securities;
- III. determines that the Majority Shareholder shall provide to the other owners of the participation securities of the company a consideration for their participation securities, the ownership right to which will pass on to the Majority Shareholder within the Passing of Participation Securities, in the amount of CZK 380 (in words: three hundred and eighty Czech crowns) per one participation security. Within 14 calendar days following the Effective Date, each original owner of the participation securities shall notify the authorized agent of the Majority Shareholder being Česká spořitelna, a.s., with its registered office at Prague 4, Olbrachtova 1929/62, Postal Code 14000, Czech Republic, Identification No.: 45244782, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 1171 (“**Agent**”), of the following details:
- a. in a case of owner of the participation securities being an individual residing in the Czech Republic: name, surname, birth number, bank account number, code of bank;
  - b. in a case of owner of the participation securities being an individual residing outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name, surname, birth number (or similar identifier or date of birth, if not assigned), bank account number, code of bank;
  - c. in a case of owner of the participation securities being an individual residing outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution outside the Czech Republic: name, surname, birth number (or similar identifier or date of birth, if not assigned), permanent residence address, bank account number (IBAN), code of bank/BIC, name of the financial institution by which the bank account is maintained and its address, name and surname of the owner of the bank account;
  - d. in a case of owner of the participation securities being a legal entity having its registered office in the Czech Republic: name of the legal entity, identification number, bank account number, code of bank;
  - e. in a case of owner of the participation securities being a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name of the legal entity, identification number (or similar number), bank account number, code of bank; and
  - f. in a case of owner of the participation securities being a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution outside the Czech Republic: name of the legal entity, identification number (or similar number), registered office, bank account number (IBAN), code of bank/BIC, name of the financial institution by which the bank account is maintained and its address, name of the bank account;

by using the relevant form for individual or legal person (residing/with registered office in or outside the Czech Republic, as applicable), which will be available on the website of the company to be downloaded, or in a similar form (“**Bank Account Notification**”). The signature on the Bank Account Notification must be notarized and the Bank Account Notification must be delivered to the address: Česká spořitelna, a.s., CEN 8430 Back Office investičních produktů, Budějovická 1518/13b, 140 00 Prague 4, Czech Republic, by standard mail, registered mail or courier service, while the upper left corner of the respective envelope must in each case state the following: “**Unipetrol**”. The following documents must be attached to the Bank Account Notification: (i) if the Bank Account Notification is signed by a proxy of the owner of the participation securities, the original or officially verified copy of a power of attorney with notarized signature authorising such a proxy to act on behalf of the owner of the participation securities dated on or before the date of signing of the Bank Account Notification; (ii) if the owner of the participation securities and/or its proxy is a legal entity, the original or officially verified copy of an extract from the relevant register of the owner of the participation securities and/or

*its proxy (as appropriate) or of another official document which confirms that the person who signed the Bank Account Notification, or, as the case may be, the power of attorney under (i) above, is authorized to act on behalf of the owner of the participation securities and/or its proxy (as appropriate), issued on or before the date of signing of the power of attorney under letter (i) above (applicable to the extract of the owner of the participation securities) and on or before the date of signing of the Bank Account Notification (applicable to the extract of the owner of the participation securities as well as to the extract of the proxy), but not earlier than 3 months before the date of the Bank Account Notification. All documents must be in Czech, Slovak or English language. Documents in other languages must be accompanied with a simple translation to any of the above languages; and*

- IV. *determines that the consideration in the amount set out in paragraph III. above (potentially increased by the interest as prescribed by the applicable law) will be provided by the Majority Shareholder via its Agent to each original owner of the participation securities without undue delay following the registration of the ownership right of the Majority Shareholder to the participation securities, which passed within the Passing of Participation Securities on to the Majority Shareholder, in the relevant evidence of securities and, at the latest, within 30 days following the date of such registration. The Agent shall provide the consideration to the persons which are the owners of the participation securities of the company as of the Effective Date, unless a pledge over these participation securities is proved to be established, in which case the consideration will be provided to the pledgee; this is not applicable if the owner proves that the pledge ceased to exist prior to the passing of the ownership right. In case a pledge over the participation securities is established as of the Effective Date, the person which is the owner of these participation securities as of the Effective Date shall ensure that the pledgee provides the Agent with the details and documents pursuant to paragraph III. above within the period and in the manner mentioned therein.*

**Justification:**

On 19 July 2018 the Board of Directors of the Company received a request of PKN ORLEN S.A., in its position of majority shareholder of the Company, dated 19 July 2018, to convene General Meeting of the Company and submit a proposal to transfer all remaining Company shares to PKN ORLEN S.A. pursuant to Section 375 of Business Corporations Act (the “**Request**”). As per the Request, PKN ORLEN S.A. proposes a consideration for transfer of all other Company shares to PKN Orlen of CZK 380 (three hundred eighty Czech crowns) per one Company share (the “**Consideration**”)

PKN ORLEN S.A. demonstrated, that it is majority shareholder (in Czech: *hlavní akcionář*) of the Company pursuant to Section 375 Business Corporations Act, and therefore it is entitled to request convening General Meeting to approve squeeze out transfer of Company participation securities to PKN ORLEN S.A. i.e., common bearer shares in the book-entered form with the nominal value of CZK 100 each, ISIN: CZ0009091500 pursuant to Section 375 *et seq.* Business Corporations Act.

Since the Request included, among others, a draft proposal for resolution regarding squeeze out transfer of Company participation securities to PKN ORLEN S.A., required information and documents were delivered together with the Request and the Request satisfied also other requisites set forth by generally binding legal regulations and the Company Articles of Association, the Board of Directors convenes respective General Meeting by publishing this invitation. Proposal for resolution regarding item no. 4 of the General Meeting agenda is presented in wording delivered to the Company by PKN ORLEN S.A. in the Request.

In case the General Meeting resolves to approve the resolution proposed by PKN ORLEN S.A. regarding this item no. 4 of the General Meeting agenda, the Board of Directors of the Company will in accordance with Section 383 Business Corporations Act file to register such resolution in the Commercial Registry. Ownership right to the Company shares will transfer to PKN ORLEN S.A. after one (1) month of publication of such record in the Commercial Registry. PKN ORLEN S.A. will provide the Consideration to the entitled persons through the Authorized Person (as defined above in this invitation) in the terms set forth in the proposal for resolution to this item no. 4 of the General Meeting agenda. Information regarding payment of the Consideration will be published at the Company website.

**ITEM 5: CLOSING OF GENERAL MEETING**

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