



UNIPETROL a.s.  
Na Pankráci 127  
140 00 Prague 4

FAO: Board of Directors of UNIPETROL, a.s.

Re: Request for insertion of additional points into agenda of Ordinary General Meeting of UNIPETROL, a.s.

Dear Sirs,

Polski Koncern Naftowy ORLEN Spółka Akcyjna, with its registered office at Chemików 7, 09-411 Płock, Poland ("PKN Orlen"), as the shareholder of UNIPETROL, a.s., with its registered office at Na Pankráci 127, 140 00 Prague, the Czech Republic, Company Id. No.: 61672190, registered in the Commercial Register maintained by the Municipal Court in Prague, Ref No. B 3020 ("Unipetrol"), having the shares with the aggregate nominal value reaching at least 1% of the registered capital of Unipetrol hereby

*requests*

the Board of Directors of Unipetrol in accordance with Section 369 (1) of Act no. 90/2012 Coll., on the Commercial Companies and Cooperatives, as amended, to insert following additional items into the agenda of Ordinary General Meeting of Unipetrol, which shall take place on 2<sup>nd</sup> of June 2015 (the "AGM"):

- *Recall of members of the Audit Committee of Unipetrol,*
- *Appointment of members of the Audit Committee of Unipetrol,*

provided that the proposed item "Recall of members of the Audit Committee of Unipetrol" shall be inserted before the item of the AGM agenda concerning the changes in the Articles of Association of Unipetrol and the proposed item "Appointment of members of the Audit Committee of Unipetrol" shall be inserted after the item of the AGM agenda concerning the changes in the Articles of Association of Unipetrol.

The reasoning of the proposed items, including the proposed resolutions of the General Meeting thereto (in Czech language) forms the Attachment no. 1 and 2 hereof.

\* \* \*

In Warsaw on 7.05.2015

Kind regards,

Polski Koncern Naftowy ORLEN Spółka Akcyjna

Członek Zarządu  
ds. Rozwoju i Energetyki  
Piotr Białkowski

Name:

Wiceprezes Zarządu  
ds. Finansowych

Stawomir Jędrzejczyk

Name:

Attachments:

1. Reasoning of insertion of new items into the AGM agenda,
2. Proposed resolutions
3. Excerpt from the account maintained by a participant of the Central Depository dated 29.4.2015
4. Excerpt of PKN Orlen from the Register of Companies dated 7.5.2015

Polski Koncern Naftowy ORLEN Spółka Akcyjna z siedzibą w Płocku

09-411 Płock, ul. Chemików 7 tel. (+48 24) 365 00 00, fax (+48 24) 365 28 41. [www.orklen.pl](http://www.orklen.pl)

wpisana do Krajowego Rejestru Sądowego prowadzonego przez Sąd Rejonowy XIV Wydział Gospodarczy w Warszawie pod nr KRS 000028860.  
NIP 774 00 01 454 kapitał zakładowy / kapitał wpłacony 534 636 326 25 zł

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**REASONING OF PROPOSED ITEMS**

**TO BE ADDED TO THE AGENDA OF  
THE ORDINARY GENERAL MEETING  
OF UNIPETROL, A.S.**

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Outlined below is a brief reasoning of insertion of the new items titled as *“Recall of members of the Audit Committee of Unipetrol”* and *“Appointment of members of the Audit Committee of Unipetrol”* into the agenda of the Ordinary General Meeting of UNIPETROL, a.s. (**“Unipetrol”**) to be held on 2nd of June 2015.

The items are submitted due to the proposed amendments to the Articles of Association of Unipetrol and relating reduction in number of members of the Audit Committee.

Given this reason, it is also proposed that the item *“Recall of members of the Audit Committee of Unipetrol”* is inserted before the item concerning the changes in the Articles of Association of Unipetrol, and the item *“Appointment of members of the Audit Committee of Unipetrol”* is inserted after the item concerning the changes in the Articles of Association of Unipetrol.

Polski Koncern Naftowy ORLEN Spółka Akcyjna will propose an individual candidate for appointment in the Audit Committee of Unipetrol at the Ordinary General Meeting of Unipetrol.

UNIPETROL, a.s. shall enter with the appointed member of the Audit Committee into an agreement on performance of the position of the Audit Committee member in the wording which corresponds to the standard form agreement on performance of the position of the Audit Committee member between UNIPETROL, a.s. and the member of the Audit Committee of UNIPETROL, a.s., which was approved by the General Meeting on 26 May 2014. The General Meeting held on 26 May 2014 also approved terms and conditions of remuneration in the standard form agreement as the usual remuneration within the meaning of Section 59 (4) of the Act on the Commercial Companies and Cooperatives, as well as, as the other benefits within the meaning of Section 61 (1) of the Act on the Commercial Companies and Cooperatives. This standard form agreement on performance of the position of the Audit Committee member shall be applied between the parties unless the General Meeting of UNIPETROL, a.s. approves a different agreement on performance of the position and/or different remuneration, including the terms of its payment.

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1. **Proposed resolution to the item „Recall of members of the Audit Committee of Unipetrol“**

*The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 8.2 (t) of the Articles of Association of UNIPETROL, a.s. hereby recalls*

1. *Mr. Ing. Ivana Kočárník, CSc, birth ID no. 441129/042, residing at K Bukovce 161, 252 28 Vonoklasy, the Czech Republic, and*
2. *Mr. Piotr Robert Kearney, born on 4 October 1969, residing at Al. Mickiewicza 63 m. 51, 81 866 Sopot, Poland*

*from the position of a member of the Audit Committee of UNIPETROL, a.s.*

2. **Proposed resolution to the item „Appointment of members of the Audit Committee of Unipetrol“**

*The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 8.2 (t) of the Articles of Association of UNIPETROL, a.s. hereby appoints*

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

*into the position of a member of the Audit Committee of UNIPETROL, a.s.*

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