

**Item 12: DECISION ON THE CHANGES IN SUPERVISORY BOARD OF THE COMPANY**

The changes in the Supervisory Board of Unipetrol are proposed due to the forthcoming expiration of the term of office of Mr. Dariusz Jacek Krawiec, as a member and Chairman of the the Supervisory Board, Mr. Slawomir Robert Jedrzejczyk as a member and Vice-Chairman of the Supervisory Board and Mr. Piotr Kearney as a member of the Supervisory Board, which shall take place on 26 June 2011.

Polski Koncern Naftowy ORLEN Spółka Akcyjna shall propose individual candidates for changes in the Supervisory Board of Unipetrol at the Ordinary General Meeting of Unipetrol.

**Resolution :**

The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 12 (2) (n) of the Articles of Association of UNIPETROL, a.s. hereby elects

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

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

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

into the position of a members of the Supervisory Board of UNIPETROL, a.s.