

## **GENERAL MEETING OF SHAREHOLDERS OF UNIPETROL, a.s.**

### **Report on the Audit Committee's Activities**

Dear Shareholders,

On behalf of the Audit Committee of UNIPETROL, a.s., compliant with the provisions of article 24a) point 4) of the Articles of Association of UNIPETROL, a.s., I hereby submit to you the report on the activities of the Audit Committee of UNIPETROL, a.s.

Compliant with the Act No. 93/2009 of the Czech Republic 2009 ('the Auditors Act'), and the Articles of Association of UNIPETROL, a.s. approved by the 10 December 2009 General Meeting, the Audit Committee was established holding its first meeting 12 May 2010 at which it elected the chairman and vice-chairman and adopted Rules of Procedure as the governance framework for the operation of the Audit Committee.

The Audit Committee is composed of four members as appointed by the General Meeting; Sławomir Robert Jędrzejczyk, Iain Haggis, Ivan Kočárník and Piotr Robert Kearney. Mr. Jędrzejczyk and Mr. Haggis were duly elected as chairman and vice-chairman. No changes have been made in the composition of the Audit Committee in 2010.

In 2010 the Audit Committee has met 12 May, 25 August and 13 December, in accordance with the frequency foreseen in article 24c) point 1) of the Articles of Association of UNIPETROL, a.s, as amended 08 June 2010. During these meetings the Committee has been informed and actively participated in the discussion of the performance of the statutory audit and on internal audit activities. The CEO, CFO, Planning and Reporting Director and Internal Audit Director of UNIPETROL, a.s. routinely participate in the meetings.

The Audit Committee has reviewed and discussed quarterly financial statements and has been regularly informed on the activities of the Internal Audit Department, implementation of the 2010 Internal Audit Plan and has discussed the significant findings from the following planned audits:

- SAP User access and authorization rights
- Brand management and corporate marketing
- Controlling processes and strategic planning
- Cost allocation and service delivery
- HR processes
- Financial and banking services
- Effectiveness of Group organizational structure and organizational units
- Recommendations implementation monitoring (recommendations from previous audits)

The Committee has also reviewed and discussed additional internal audits performed at the request of the Board of Directors, the status of implementation of past audit recommendations for significant internal audit findings, and has approved revisions to the Regulations for Internal Audit and amendments to internal audit methodology and

reporting standards, which strengthen further the robustness and transparency of the internal audit function.

At its meeting 13 December 2010 the Committee has approved the Internal Audit Plan for 2011 for UNIPETROL, a.s. and its fully-owned subsidiaries.

At its meeting 16 March 2011 at which a representative of the external auditor, KPMG Česká republika Audit s.r.o. was present, the Audit Committee has reviewed and discussed the annual audited non-consolidated financial statements of UNIPETROL, a.s. and the annual audited consolidated financial statements of UNIPETROL Group as at 31 December 2010.

On the basis of the Auditors Reports on non-consolidated and consolidated financial statements as of 31 December 2010 and the Auditors opinion contained therein, and having discussed those reports with the Auditor, the Audit Committee confirms that the financial statements have been prepared in line with legal requirements. The Audit Committee has no reservations toward the independence of the Auditor.

In accordance with its responsibilities mandated by article 44, point 4 of the Act No. 93/2009 of the Czech Republic 2009 ('the Auditors Act') and article 24a) point 1 letter e) of the Articles of Association, the Audit Committee recommends to the General Meeting the appointment of KPMG Česká republika Audit s.r.o. as the Company auditor for the years 2011 and 2012.

Dear shareholders, thank you for your attention.

The Chairman of the Audit Committee  
UNIPETROL, a.s.

16 May 2010