

# **GENERAL SHAREHOLDERS' MEETING OF UNIPETROL, a. s., HELD ON 30 JUNE 2011**

## **DRAFT RESOLUTIONS OR POSITIONS OF THE BOARD OF DIRECTORS WITH RESPECT TO THE INDIVIDUAL AGENDA ITEMS**

### **ITEM 1: OPENING OF GENERAL MEETING**

No resolution is proposed to this point of agenda for its 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 Article 15 (1) of the Articles of Association of UNIPETROL, a.s., rules of procedure of the General Meeting of UNIPETROL, a.s. submitted by the Board of Directors of UNIPETROL, a.s.

### **ITEM 3: ELECTION OF PERSON INTO WORKING BODIES OF THE GENERAL MEETING**

#### **Resolution:**

The General Meeting of UNIPETROL, a.s. elects, pursuant to Article 15 (1) 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. Tomáš Sokol**
- 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.  
**JUDr. Ilja Stařík, JUDr. Aleš Ťoupalík**
- d) the Scrutators of the General Meeting of UNIPETROL, a.s.  
**Martin Hlaváček, Petr Brant**

### **ITEM 4: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR 2010 AND EXPLANATORY REPORT OF THE COMPANY'S BOARD OF DIRECTORS PREPARED PURSUANT TO SECTION 118 (8) OF CAPITAL MARKET BUSINESS ACT**

#### **Position of the Board of Directors:**

The subject-matter of the item 4. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is discussion of the Report of the company's Board of Directors on business activities of the company and state of its property for 2010 provided that this report shall be subject to voting of the shareholders of UNIPETROL, a.s. within the item 7. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s.

In accordance with Section 118 (8) of the Capital Market Business Act the subject-matter of the item 4. of the agenda of the Ordinary 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) (a) through (k) of the Capital Market Business Act. The content of the such explanatory report pursuant to Section 118 (8) 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 shares of UNIPETROL, a.s.

The explanatory report of the Board of Directors pursuant to Section 118 (8) of the Capital Market Business Act shall not be subject to voting by the shareholders of UNIPETROL, a.s.

### **ITEM 5: REPORT ON THE CONTROLLING ACTIVITIES OF THE SUPERVISORY BOARD IN 2010, POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENT AS OF 31 DECEMBER 2010, THE ORDINARY CONSOLIDATED FINANCIAL STATEMENT AS OF 31 DECEMBER 2010, THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS ON DISTRIBUTION OF PROFITS FOR 2010 BY ITS TRANSFERING TO THE ACCOUNT OF UNDISTRIBUTED PROFITS OF THE COMPANY AND POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE RELATED PARTIES REPORT FOR 2010**

#### **Position of the Board of Directors:**

The subject-matter of the item 5. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is discussion of reports and standpoints of the Supervisory Board of UNIPETROL, a.s. to matters of the company pursuant to Section 66a (10), Section 198 and Section 201 (1) of the Czech Commercial Code.

The reports and standpoints of the Supervisory Board of UNIPETROL, a.s. shall not be subject to voting by the shareholders of UNIPETROL, a.s.

### **ITEM 6: AUDIT COMMITTEE'S REPORT ON THE RESULTS OF ITS ACTIVITY**

**Position of the Board of Directors:**

The subject-matter of item 6. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is the Report of the Audit Committee of UNIPETROL, a.s. on results of its activities, which was established in UNIPETROL, a.s. in accordance with the Act No. 93/2009 Coll., on auditors, as amended.

The Report of the Audit Committee on the results of its activities shall not be subject to voting by shareholders of UNIPETROL, a.s.

**ITEM 7: APPROVAL TO THE REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR 2010**

**Resolution:**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (u) of the Articles of Association of UNIPETROL, a.s., the report of the Board of Directors of UNIPETROL, a.s. on business activities of UNIPETROL, a.s. and state of its property for year 2010.

**ITEM 8: APPROVAL TO THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2010**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (v) of the Articles of Association of UNIPETROL, a.s., the ordinary non-consolidated financial statements of UNIPETROL, a.s. as of 31 December 2010.

**ITEM 9: APPROVAL TO THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2010**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (v) of the Articles of Association of UNIPETROL, a.s., the ordinary consolidated financial statements of UNIPETROL, a.s. as of 31 December 2010.

**Item 10: DECISION ON THE DISTRIBUTION OF PROFIT FOR THE YEAR 2010 BY ITS TRANSFERRING TO THE ACCOUNT OF UNDISTRIBUTED PROFITS OF THE COMPANY PURSUAT TO ARTICLE 26(1) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (v) of the Articles of Association of UNIPETROL, a.s. to distribute the profit generated on non-consolidated basis in 2010 in amount of **512.121.032, 81 CZK** as follows:

- a) 5 % of the Company's net profit, i.e. **25.606.051, 64 CZK**, will be transferred to the Company's Reserve Fund as a mandatory allocation,
- b) The amount of **486.514.981, 17 CZK** of the Company's net profit will be transferred to the Retained earnings

**Item 11: DECISION ON THE SELECTION OF AUDITOR OF OF THE COMPANY**

The decision on the selection of the auditor of Unipetrol is proposed with the aim to clarify the auditor of Unipetrol for 2011 and 2012 which reads "*KPMG Česká republika Audit s.r.o.*"

**Resolution :**

The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 12 (q) of the Articles of Association of UNIPETROL, a.s. hereby decides that the auditor of UNIPETROL, a.s. for auditing financial statements of the company and consolidated financial statements of the company, as well as, for verifying other documents, if such verification is required by applicable law for 2011 and 2012 shall be, KPMG Česká republika Audit s.r.o., Company ID No.: 49619187, with its registered office at Prague 8, Pobežní 648/1a, Zip Code: 186 00, Czech Republic.

**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.

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