

ITEM 11: CHANGES IN COMPOSITION OF THE SUPERVISORY BOARD OF UNIPETROL, A.S. AND APPROVAL OF AGREEMENTS ON PERFORMANCE OF POSITIONS OF MEMBERS OF THE SUPERVISORY BOARD OF UNIPETROL, A.S.

Resolution no. 1 :

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

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

into the position of members of the Supervisory Board of UNIPETROL, a.s. with effect as of [.]

Resolution no. 2 :

The General Meeting approves:

- 1. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr JUDr. Zdeňek Černý, as per wording submitted to the General Meeting;*
- 2. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr Krystian Pater, as per wording submitted to the General Meeting;*
- 3. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr Bogdan Dzudzewicz, as per wording submitted to the General Meeting;*
- 4. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr Ivan Kočárník, , as per wording submitted to the General Meeting;*
- 5. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr Rafał Sekuła, as per wording submitted to the General Meeting;*
- 6. agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and Mr Piotr Chelmiński, as per wording submitted to the General Meeting;*
- 7. standard template of agreement on performance of position of member of the Supervisory Board between UNIPETROL, a.s. and member of the Supervisory Board of UNIPETROL, a.s., as per wording submitted to the General Meeting; ordinary Shareholders' General Meeting at the same time approves conditions and remunerations contained in this standard template of agreement as standard remuneration pursuant to Section 59 (4) of Act on Business*

Justification:

Changes in composition of the Supervisory Board of UNIPETROL, a.s. are proposed due to upcoming lapse of term of office of the members of the Supervisory Board, Mr. Piotr Robert Kearney, Mr. Slawomir Robert Jedrzejczyk and Mr. Dariusz Jacek Krawiec, on 30 June 2014.

In accordance with intertemporal provisions of the Act on Business Corporations, until 30 June 2014 the company is obligated to adapt the Agreements on performance of positions to provisions of this act. In this respect, the Board of Directors submits proposals on approving of Agreements on performance of positions of members of the Supervisory Board of UNIPETROL, a.s., whose terms of office will not terminate before 30 June 2014. The draft agreements including the amount of remuneration are based on previous policies of UNIPETROL, a.s. At the same time, the Board of Directors proposes approval of standard template of Agreement on performance of position of member of the Supervisory Board as per wording submitted to the General Meeting and an approval of the terms and conditions and remunerations contained in this standard template of agreement as a standard remuneration pursuant to Section 59 (4) of the Act on Business Corporations and as other payments pursuant to Section 61 (1) of the Act on Business Corporations.

In accordance with the Section 361 (2) of the Act on Business Corporations, the Shareholders will propose specific candidates in the context of changes in composition of the Supervisory Board of the company UNIPETROL, a.s. at the General Meeting of UNIPETROL, a.s.