



**UNIPETROL, a.s.**

registered office at Na Pankraci 127, 140 00 Praha 4

IC 61672190

registered in the Commercial Register of the Municipal Court in Prague  
Section B, Entry 3020

**REPORT ON RELATIONS BETWEEN THE CONTROLLING AND THE CONTROLLED PERSON,  
AND ON RELATIONS BETWEEN THE CONTROLLED PERSON AND OTHER PERSONS  
CONTROLLED BY THE SAME CONTROLLING PERSON („Related Persons“)**

**for year 2013**



This report is prepared as „report on relations“ in accordance with article 66a (9) of the Act No. 513/1991 Coll., the Commercial Code, as amended as of 31 December 2013.

### **Controlled Person**

UNIPETROL, a.s., registered office at Na Pankraci 127, 140 00 Praha 4, IC 61672190 (hereinafter "Company")

UNIPETROL, a.s. is the controlling person of the UNIPETROL business group, whose organisational chart is shown in Appendix 1.

### **Controlling Person**

POLSKI KONCERN NAFTOWY Orlen S.A., registered office at ul. Chemików 7, 09 - 411 Płock

### **Other Related Persons**

Companies controlled by the Controlling Person, POLSKI KONCERN NAFTOWY Orlen S.A. are the other related persons. Detailed overview of the other related persons is shown in Appendix 2 - POLSKI KONCERN NAFTOWY Orlen S.A. Business Group Organizational Chart.

In 2013, the following relations were established between the Company, Controlling Person and Other Related Persons.

## **Part I.**

### **Agreements concluded between the Company, Controlling Person and Other Related Persons in 2013**

**and**

**performances (counter-performances) provided (received) in 2013 in virtue of agreements concluded in previous periods**

### **Note:**

- a) categorisation of agreements follows the accounting methodology,
- b) conversion from foreign currencies follows the current Czech National Bank exchange rate as of the respective performance (counter-performance) day.



## CONTROLLING PERSON

### 1.1. POLSKI KONCERN NAFTOWY Orlen S.A.

Relation to the Company: Controlling Person

Relations in 2013 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2013:

Based on the agreements concluded in the previous periods, the Company received services for which it provided payments amounting to CZK 2 035 thousand in 2013. The price for the services was contractually agreed at arm's length basis.

The Company further provided services for which it received the payment in amount of CZK 388 thousand.

Bases on the agreement the Company further received long-term loan in amount of CZK 2 000 000 thousand in 2013 for which it provided performance in amount of interest of CZK 1 850 thousand.

In previous periods, the Company concluded an agreement on confidentiality. No performance has been provided and received in virtue of this agreement.

## OTHER RELATED PERSONS

### 1.2. SPOLANA a.s.

Relation to the Company: the company directly controlled by Anwil S.A.

Relations in 2013 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2013:

Based on agreements concluded in the previous periods, the Company received services for which it provided payments amounting to CZK 2 thousand in 2013. The price for the services was contractually agreed at arm's length basis.

The Company further provided services for which it received the payment in amount of CZK 4 thousand.

Based on the "Agreement on insurance premiums payment" for liability insurance of the Board Members and the Supervisory Board Members, and the liability insurance for damage caused by a product in the given period, the Company covered for SPOLANA a.s. the corresponding portion of premiums in accordance with respective insurance agreements concluded with third persons. SPOLANA a.s. has consequently paid this amount (CZK 528 thousand) to the Company.



### 1.3. ORLEN Finance AB

Relation to the Company: the company directly controlled by POLSKI KONCERN NAFTOWY Orlen S.A.

Relations in 2013 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2013:

The Company concluded, in given period loan agreement, based on which the Company opened bank accounts in Nordea Bank Finland Plc, Niederlassung Deutschland. The Company has not utilized a loan in that period.

### Part II.



#### Other legal actions made in favour of Other Related Persons

There were no other legal actions made in favour of Other Related Persons in 2013.

### Part III.

#### Other measures taken or realized in favour of or initiated by Other Related Persons

In 2013 there were no other measures taken or realized by the Company in favour or initiated by Other Related Persons.

Signature of statutory representatives	12 March 2014
	
Marek Świtajewski	Mirosław Kastelik
Chairman of the Board of Directors	Member of the Board of Directors



Annex no. 1  
BUSINESS GROUP OF UNIPETROL, a.s. - CONTROLLED COMPANIES  
1 January 2013 – 31 December 2013

Companies controlled by UNIPETROL, a.s.	Residence	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
		1.1.	31.12.	
Companies with a direct share held by UNIPETROL, a.s.				
Companies with an indirect share held by UNIPETROL, a.s.				
1. UNIPETROL RPA, s.r.o., IČ 275 97 075	Litvínov, Záluží 1	100,00	100,00	
1.1 HC VERVA Litvínov, a.s., IČ 640 48 098	Litvínov , S.K. Neumanna 1598	70,95	70,95	Other shareholders - Litvínov city owns 22,14% and HC Litvínov, o.s. owns 6,91%
1.2 CHEMOPETROL, a.s., IČ 254 92 110	Litvínov, Záluží 1	100,00	100,00	
1.3 POLYMER INSTITUTE BRNO, s.r.o., IČ 607 11 990	Brno, Tkalcovská 36/2	99,00	99,00	1% owned by UNIPETROL, a.s.
1.4 UNIPETROL DOPRAVA, s.r.o., IČ 640 49 701	Litvínov, Růžodol 4	99,88	99,88	0,12% owned by UNIPETROL, a.s.
1.5 UNIPETROL DEUTSCHLAND GmbH, IČ. HRB 34346	Langen, Germany, Paul-Ehrlich-Strasse 1B	99,90	99,90	0,1% owned by UNIPETROL, a.s.
1.6 CHEMAPOL (SCHWEIZ) AG, v likvidaci, IČ CH-270.3.000.762-9	Leimenstrasse 21, 4003 Basel, Switzerland	100,00	100,00	The liquidation was finished on 12.6.2013, we have applied for deletion from the Commercial Register.
1.7 UNIPETROL SLOVENSKO, s.r.o., IČ 357 77 087	Panónská cesta 7, Bratislava, Slovakia	86,96	86,96	13,04% owned by UNIPETROL, a.s.
2. UNIPETROL SERVICES, s.r.o., IČ 276 08 051	Litvínov, Záluží 1	100,00	100,00	
3. Výzkumný ústav anorganické chemie, a.s., IČ 622 43 136	Ústí nad Labem, Revoluční 84/č.p. 1521	100,00	100,00	
4. BENZINA, s.r.o., IČ 601 93 328	Prague 4, Na Pankráci 127	100,00	100,00	
4.1 PETROTRANS, s.r.o., IČ 251 23 041	Prague 8, Střelnická 2221	99,37	99,37	0,63% owned by UNIPETROL, a.s.
5. UNIPETROL RAFINÉRIE, s.r.o. IČ 278 85 429	Litvínov, Záluží 1	100,00	100,00	
6. ČESKÁ RAFINÉRSKÁ, a.s., IČ 627 41 772	Litvínov, Záluží 2	51,22	51,22	Other shareholders – Shell Overseas Investments B.V. owns 16,335 % and Eni International B.V. owns 32,445 %
7. UNIPETROL AUSTRIA, GmbH , v likvidaci, IČ 43 551	Vienna, Apfalgasse 2, Austria	100,00	100,00	
8. PARAMO, a.s., IČ 481 73 355	Pardubice, Přerovská čp. 560	100,00	100,00	
8.1 MOGUL SLOVAKIA, s.r.o., IČ 36 222 992	Hradiště pod Vrátnou, U ihriska 300, Slovensko	100,00	100,00	
8.2 PARAMO Oil, s.r.o., IČ 246 87 341	Pardubice, Přerovská čp. 560	100,00	100,00	
9. Butadien Kralupy a.s., IČ 278 93 995	Kralupy nad Vltavou, O. Wichterleho 810	51,00	51,00	49% shares owned by SYNTHOS Kralupy, a.s.
Other companies with shares held by UNIPETROL, a.s.				
1. UNIVERSAL BANKA, a.s, v konkursu, IČ 482 64 865	Prague 1, Senovážné náměstí 1588/4	16,45	16,45	12,24% shares owned by UNIPETROL RPA, s.r.o.
2. ORLEN HOLDING MALTA LIMITED, IČ C 39945	Malta, Level 1, 36, Strand Towers, The Strand, Sliema SLM 1022	0,5	0,5	99,5% shares owned by PKN ORLEN S.A.



Annex no. 2  
BUSINESS GROUP OF PKN ORLEN S.A. - CONTROLLED COMPANIES  
1 January 2013 – 31 December 2013

January 2013 – 31 December 2013				
Companies controlled by PKN ORLEN S.A.	Residence	Shares in directly and indirectly controlled companies		Note
Companies with a direct share held by PKN ORLEN S.A. Companies with an indirect share held by PKN ORLEN S.A.		Share in % of the capital		
		1.1.	31.12.	
1. UNIPETROL, a.s.	Prague	62,99	62,99	See separate list of the Capital Group of UNIPETROL
2. ORLEN Deutschland GmbH	Elmshorn	100,00	100,00	
3. ORLEN Budonaft Sp. z o.o.	Limanowa	100,00	100,00	On 1.1.2013 change of registered office
4. ORLEN Automatyka Sp. z o.o.	Płock	100,00	100,00	
5. ORLEN Asfalt Sp. z o.o.	Płock	82,46	82,46	17,54 % Rafineria Trzebinia S.A.
5.1. ORLEN Asfalt Ceska Republika s.r.o. (d. Paramo Asfalt)	Pardubice	100,00	100,00	
6. Inowrocławskie Kopalnie Soli "SOLINO" S.A.	Inowrocław	100,00	100,00	
7. ORLEN Gaz Sp. z o.o.	Płock	100,00	100,00	
8. ORLEN KolTrans Sp. z o.o.	Płock	99,85	99,85	
9. Orlen Laboratorium Sp. z o.o.	Płock	94,94	99,38	On 15.3.2013 Company bought 886 own shares, which were subsequently redeemed by Company's General Meeting
10. ORLEN Medica Sp. z o.o.	Płock	100,00	100,00	
10.1 Sanatorium Uzdrowskowe "Krystynka" Sp. z o.o.	Ciechocinek, Poland	98,58	98,58	
11. ORLEN Ochrona Sp. z o.o.	Płock	100,00	100,00	
11.1 ORLEN Ochrona Sp. z o. o., organizační složka v České republice	Litvínov	100,00	100,00	Branch office registered on 27.06.2011 in CR
11.2 ORLEN Apsauga UAB	Juodeikiai	100,00	100,00	
12. ORLEN OIL Sp. z o.o.	Kraków	51,69	51,69	43,84 % Rafineria Trzebinia S.A. a 4,47% Rafineria Nafty Jedlicze
12.1. Platinum Oil Sp. z o.o.	Lublin	100,00	100,00	On 1.3.2012 Company merged with Platinum Oil Małopolskie Centrum Dystrybucji Sp. z o.o.
12.2. ORLEN OIL ČESKO, s. r. o.	Brno	100,00	100,00	



Companies controlled by PKN ORLEN S.A.	Residence	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
13. ORLEN Paliwa Sp. z o.o.	Płock	100,00	100,00	
14. ORLEN PetroTank Sp. z o.o.	Wielka	100,00	100,00	
14.1. Petro-Mawi Sp. z o.o. w likwidacji	Sosnowiec	60,00	60,00	
15. ORLEN Projekt S.A.	Płock	99,63	99,77	On 10.1.2013 PKN ORLEN purchased 20 shares from minority shareholders
16. ORLEN Transport Kraków Sp. z o.o. w upadłości	Kraków	98,41	98,41	
17. ORLEN Transport Sp. z o.o.	Płock	100,00	100,00	
18. ORLEN Wir Sp. z o.o.	Płock	76,59	76,59	
19. Petrolot Sp. z o.o.	Warszawa	100,00	100,00	
20. Rafineria Nafty Jedlicze S.A.	Jedlicze	100,00	100,00	
20.1. „RAF-BIT” Sp. z o.o.	Jedlicze	100,00	100,00	
20.2. „RAF-KOLTRANS” Sp. z o.o.	Jedlicze	100,00	100,00	
20.3. „RAF-Służba Ratownicza” Sp. z o.o.	Jedlicze	100,00	100,00	
20.4. Konsorcjum Olejów Przetworzonych "ORGANIZACJA ODZYSKU" S.A.	Jedlicze	81,00	81,00	8 % Rafineria Trzebinia S.A.
20.5. "RAN-WATT" Sp. z o.o. w likwidacji	Toruń	51,00	51,00	
21. Rafineria Trzebinia S.A.	Trzebinia	86,35	86,35	
21.1. Fabryka Parafin NaftoWax sp. z o.o. - Trzebinia	Trzebinia	100,00	100,00	
21.2. Energomedia Sp. z o.o.	Trzebinia	100,00	100,00	
21.3. Euronafit Trzebinia Sp. z o.o.	Trzebinia	100,00	100,00	
21.4. EkoNaft Sp. z o.o.	Trzebinia	100,00	100,00	
21.5. Zakładowa Straż Pożarna Sp. z o.o.	Trzebinia	100,00	100,00	
22. Ship - Service S.A.	Warszawa	60,86	60,86	
23. ORLEN Centrum Serwisowe Sp. z o.o.	Opole	99,01	99,33	On 27.5.2013 Company bought 492 own shares, which were subsequently redeemed by Company's General Meeting
24. Anwil S.A.	Włocławek	100,00	100,00	
24.1. Przedsiębiorstwo Inwestycyjno - Remontowe REMWIL Sp. z o.o.	Włocławek	99,98	100,00	On 19.3.2013 Anwil purchased 1 remaining share from Pro-Lab Sp. z o.o.
24.2. Przedsiębiorstwo Produkcyjno-Handlowo-Usługowe PRO-LAB Sp. z o.o.	Włocławek	99,32	99,32	
24.3. SPOLANA a.s.	Neratovice	100,00	100,00	
24.4. Przedsiębiorstwo Usług Specjalistycznych i Projektowych CHEMEKO Sp. z o.o.	Włocławek	55,93	77,97	On 13.05.2013 Anwil purchased 39 shares from private persons. Anwil owns 77,97, the rest (22,03%) is owned by REMWIL (100% subsidiary of Anwil).
24.5. Zakład Usługowo-Produkcyjny EKO-Drogi Sp. z o.o.	Włocławek	48,78	48,78	
24.6. Przedsiębiorstwo Usług Technicznych Wircom Sp. z o.o.	Włocławek	49,02	49,02	
24.7. Specjalistyczna Przechodnia Przemysłowa Prof-Med Sp. z o.o.	Włocławek	45,86	96,45	In 2013 Prof-Med redeemed 16 of its shares. Moreover, during the year Anwil purchased additional 64 shares from minority shareholders.
25. ORLEN EKO Sp. z o.o.	Płock	100,00	100,00	



Companies controlled by PKN ORLEN S.A.	Residence	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
26. ORLEN Administracja Sp. z o.o.	Plock	100,00	100,00	
27. ORLEN Upstream Sp. z o.o.	Warszawa	100,00	100,00	
27.1. ORLEN Upstream International B.V.	Amsterdam	0	100,00	The Company was established on 13.9.2013
27.1.1. TriOil Resources Ltd.	Calgary	0	100,00	On 14.11.2013 ORLEN Upstream International B.V. purchased 100% shares in TriOil Resources Ltd. with its subsidiary companies.
27.1.1.1. 1426628 Alberta Ltd.	Calgary	0	100,00	On 14.11.2013 ORLEN Upstream International B.V. purchased 100% shares in TriOil Resources Ltd. with its subsidiary companies.
27.1.1.2. OneEx Operations Partnership	Calgary	0	99,99	On 14.11. 2013 ORLEN Upstream International B.V. purchased 100% shares in TriOil Resources Ltd. with its subsidiary companies.
28. ORLEN Księgowość Sp. z o.o.	Plock	100,00	100,00	
29. ORLEN HOLDING MALTA Limited	Sliema, Malta	99,50	99,50	
29.1. ORLEN Insurance Ltd	Sliema, Malta	99,99	99,99	In 2013, the registered capital was increased. As a result of a shares acquisition, executed only by ORLEN HOLDING MALTA, the PKN stake in the Company's registered capital decreased by 0,00000585%.
30. AB ORLEN Lietuva	Juodeikiai	100,00	100,00	
30.1. AB Ventus Nafta	Vilnius	100,00	100,00	
30.2. UAB Mazeikiu Nafta Trading House (Litwa)	Vilnius, Lithuania	100,00	100,00	
30.2.1. SIA ORLEN Latvija	Riga, Latvia	100,00	100,00	
30.2.2. ORLEN Eesti OU	Tallin ,Estonia	100,00	100,00	
30.3. UAB Medikvita	Juodeikiai	100,00	0,00	The Company was sold on 1.8.2013
30-4. UAB Mazeikiu Nafta Paslaugos Tau	Juodeikiai	100,00	100,00	
30.5. UAB EMAS	Juodeikiai	100,00	100,00	
31. ORLEN Finance AB	Stockholm	100,00	100,00	
32. Basell Orlen Polyolefins Sp. z o.o.	Plock	50,00	50,00	50% owned by Basell Europe Holding B.V.
32.1. Basell Orlen Polyolefins Sp. z o.o. Sprzedaż Sp. z o.o.	Plock	100,00	100,00	
33. Płocki Park Przemysłowo-Technologiczny S.A.	Plock	50,00	50,00	50% owned by Plock Municipality
33.1.Centrum Edukacji Sp. z o.o.	Plock	69,43	69,43	
34. ORLEN International Exploration –Production Company BV	Amsterdam	100,00	100,00	
34.1. SIA Balin Energy Grupa OIE-PC BV	Lithuania	50,00	50,00	
35. Baltic Power Sp. z o.o.	Warszawa	100,00	100,00	
36. Baltic Spark Sp. z o.o.	Warszawa	100,00	100,00	