
REGULATORY ANNOUNCEMENT

Resolutions of Ordinary General Meeting 2015

1) **Resolution on approval of ordinary non-consolidated financial statements and ordinary consolidated financial statements as of 31 December 2014 of UNIPETROL, a.s.**

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 under the item 7 of the agenda approved pursuant to Section 8.2 letter j) of the Articles of Association of UNIPETROL, a.s., the ordinary non-consolidated financial statements of UNIPETROL, a.s. as of 31st December 2014.

The General Meeting of UNIPETROL, a.s. further approved under the item 8 of the agenda pursuant to Section 8.2 letter j) of the Articles of Association of UNIPETROL, a.s., the ordinary consolidated financial statements of UNIPETROL, a.s. as of 31st December 2014.

2) **Resolution on decision on cancellation of reserve fund of the company and on distribution of funds from the reserve fund**

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 approved under the item 9 of the agenda pursuant to Section 8.2 letter k) together with Section 21.2 of the Articles of Association, cancellation of reserve fund of the company and transfer of the resources from cancelled reserve fund in amount of CZK 1,718,555,324.02 to the account of retained earnings of past years.

3) **Resolution on distribution of non-consolidated profit of UNIPETROL, a.s. for 2014**

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 approved under the item 10 of the agenda pursuant to Section 8.2 letter k) of the Articles of Association of UNIPETROL, a.s. distribution of the UNIPETROL, a.s. profit generated on non-consolidated basis in 2014 in amount of CZK 327,844,803.20 as follows: whole profit generated on non-consolidated basis amounting to CZK 327,844,803.20 shall be transferred to the account of retained earnings of past years.

4) Resolution on changes in composition of the Supervisory Board of UNIPETROL, a.s.

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 re-elected under the item 11 of the agenda pursuant to Section 8.2 letter i) of the Articles of Association of UNIPETROL, a.s. into the position of Members of the Supervisory Board of UNIPETROL, a.s.:

- Mr. Ivan Kočárník,
- Mr. Bogdan Dzudzewicz,

in both cases with effect as of 25 June 2015.

The composition of the Supervisory Board of UNIPETROL, a.s. will be with effect as of 25 June 2015 as follows:

- *Mr. Dariusz Jacek Krawiec,*
- *Mr. Sławomir Robert Jędrzejczyk,*
- *Mr. Ivan Kočárník,*
- *Mr. Zdeněk Černý,*
- *Mr. Bogdan Dzudzewicz,*
- *Mr. Piotr Kearney,*
- *Mr. Piotr Chelminski,*
- *Mr. Krystian Pater,*
- *Mr. Rafał Sekuła.*

Professional experience of re-elected Members of the Supervisory Board

Professional experience of Mr. Ivan Kočárník:

He currently serves as a Member and Vice-Chairman of the Supervisory Board of UNIPETROL, a.s.

| | |
|-------------|---|
| 2007 – 2009 | Chairman of the Supervisory Board of ČESKÉ AEROLINIE, a.s. Chairman of the Board of Trustees of Nadace VŠE |
| 2000 – 2007 | Chairman of the Supervisory Board of Česká pojišťovna a.s. |
| 1997 – 2000 | Chairman of the Board of Directors at Česká pojišťovna, a.s. |
| 1992 – 1997 | Deputy Prime Minister and the Minister of Finance |
| 1990 – 1992 | Deputy Minister of Finance of ČSFR |
| 1985 – 1990 | Director of the research department of Federal Ministry of Finance |
| 1975 – 1985 | University of Economics, Prague |
| 1966 – 1974 | Research institute of financial and loan system |

Professional experience of Mr. Bogdan Dzudzewicz:

Currently, he is PKN ORLEN's general counsel (since September 2008) and a Member of the Supervisory Board of ORLEN Upstream Canada Ltd.

| | |
|-------------|---|
| 2004 – 2008 | private practice of law |
| 2003 – 2004 | senior lawyer, Linklaters |
| 2002 – 2002 | commercial lawyer, Elektrim S.A. |
| 1998 – 2002 | senior lawyer in Weil, Gotshal & Manges |
| 1995 – 1998 | lawyer in Sołtysiński Kawecki & Szlęzak |

5) Resolution on appointment of auditor for auditing of UNIPETROL, a.s. non-consolidated and consolidated financial statements including other documents provided auditing is required by applicable legal regulations

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 decided under the item 13 of the agenda pursuant to Section 8.2 letter v) of the Articles of Association of UNIPETROL, a.s., to appoint KPMG Česká republika Audit, s.r.o., with registered seat Praha 8, Pobřežní 648/1a, post code: 186 00, ID no.: 496 19 187, registered in the Commercial Register maintained by the Municipal Court in Prague, under the file No.: C 24185, as an auditor for verification of financial statements and consolidated financial statements including other documents provided auditing is required by applicable legal regulations for the accounting period of calendar years 2015 and 2016.

6) Resolution on recall of members of the Audit Committee of UNIPETROL, a.s.

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 recalled under the item 14 of the agenda pursuant to Section 8.2 letter t) of Articles of Association of UNIPETROL, a.s. from the position of a member of the Audit Committee of UNIPETROL, a.s.:

1. Mr. Ivan Kočárník, and
2. Mr. Piotr Robert Kearney

with effect as of 2 June 2015.

7) Resolution on change to the Articles of Association of UNIPETROL, a.s.

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 under the item 15 of the agenda hereby pursuant to Section 8.2 letter a) of Articles of Association of UNIPETROL, a.s. decided on the change in the Articles of Association of UNIPETROL, a.s. (the "Articles of

Association”) provided that such change shall become effective on the day of approval of this resolution by the General Meeting:

(a) The present letter i) in Section 15.2 of the Articles of Association shall be newly designated as letter j) and the new letter i) with the following wording shall be inserted into Section 15.2 of the Articles of Association:

“i) proposing to the Company’s General Meeting of the auditor for purposes of verification (audit) of the financial statements and consolidated financial statements of the Company as well as for verification (audit) of other documents if such verification (audit) is requested by applicable law provided that the Supervisory Board takes into account the recommendation of the Company’s Audit Committee. The Supervisory Board is obliged to duly reason its proposal in the case when it does not respect the recommendation of the Audit Committee. In particular, the Supervisory Board must clarify the grounds for not respecting of the Audit Committee’s recommendation;”

(b) The present wording of letter b) of Section 18.1 of the Articles of Association shall be deleted in its entirety and shall be replaced with the following:

“b) supervises an efficiency of internal controlling within the Company, risk management system and internal audit, if the office of the internal audit is formed;”

(c) The present wording of letter e) of Section 18.1 of the Articles of Association shall be deleted in its entirety and shall be replaced with the following:

“e) recommends to the Supervisory Board an auditor provided that such recommendation must be well reasoned;”

(d) The present wording of Section 19.1 of the Articles of Association shall be deleted in its entirety and shall be replaced with the following:

“The Audit Committee shall have three (3) members, which shall be appointed by the General Meeting from members of the Supervisory Board or third persons. Members of the Audit Committee shall not perform an office of a member of the Board of Directors or a procurator. The majority of members of the Audit Committee must be independent and must have at least three years practical experience in the area of accounting or obligatory audit.”

- (e) The present wording of Section 19.4 of the Articles of Association shall be deleted in its entirety and shall be replaced with the following:

“Unless the number of members of the Audit Committee decreased below one half, the Supervisory Board may appoint substitute members of the Audit Committee until the next General Meeting. Only a substitute independent member of the Audit Committee may be appointed to the vacant position of independent member of the Audit Committee.”

- (f) The present wording of Section 22.3 of the Articles of Association shall be deleted in its entirety and shall be replaced with the newly inserted Article 23 with the following wording:

“23.1 The changes in the Articles of Association shall become valid and effective at the moment when they are approved by the General Meeting, unless the resolution of the General Meeting on the change in the Articles of Association or the applicable law provides that the changes become valid and effective on the different date.

23.2 These Articles of Association were adopted on 26.5.2014 and are valid in the wording of changes approved by the resolution of the General Meeting of 2.6.2015.”

- (g) Other provisions of the Articles of Association of UNIPETROL, a.s. remain as are.

8) Resolution on appointment of member of the Audit Committee of UNIPETROL, a.s.

The General Meeting of UNIPETROL, a.s. held on 2 June 2015 appointed under the item 16 of the agenda pursuant to Section 8.2 letter t) of Articles of Association of UNIPETROL, a.s. to the position of a member of the Audit Committee of UNIPETROL, a.s.:

- Mr. Stanisław Waclaw Urban

with effect as of 2 June 2015.

Professional experience of appointed member of the Audit Committee of UNIPETROL, a.s.

Professional experience of Mr. Stanisław Waclaw Urban:

He currently works as Financial Officer of IMS Polska Sp. z o.o. (Bydgoskie Meble) since 2011.

| | |
|-------------|---|
| 2010 | President/Liquidator, Europower Sp. z o.o. |
| 2009 – 2010 | Pareto Management Solutions Sp. z o.o., Deloitte Consulting |
| 2007 – 2009 | Deputy Chief Financial Officer, Telekomunikacja Polska S.A. |
| 2003 – 2007 | Director of Accounting and Financial Reporting, Telekomunikacja Polska S.A. |
| 2001 – 2003 | Corporate Controller, Telekomunikacja Polska S.A. |
| 1991 – 2001 | Chief Financial Officer, Thomson Polkolor Sp. z o.o. |
| 1989 – 1991 | Controller & Treasurer, Howington Northern (USA) |
| 1974 – 1989 | Office Managing Director, Auditor, Coopers & Lybrand (USA) |

In Prague, 2 June 2015
UNIPETROL, a.s.
Regulatory announcement No. 13/2015