

**Resolution No. [to be inserted]
of the Ordinary General Meeting of
UNIPETROL, a.s.
dated 18 June 2010**

on amendments to Articles of Association of UNIPETROL, a.s.

The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 12 (2) (a) of the Articles of Association of UNIPETROL, a.s. hereby approves the following changes in the present wording of the Articles of Association of UNIPETROL, a.s.:

1. Change in Provision of Article 9 (2)

The present wording of Article 9 (2) of the Articles of Association of UNIPETROL, a.s. ("Unipetrol") shall be canceled in its entirety and shall be replaced with the following:

"Shares are issued in book-registered form by recording in the records of the Central Depository, and are admitted to official listing on the stock exchange."

2. Change in Provision of Article 10 (7)

The present wording of Article 10 (7) of the Articles of Association of Unipetrol shall be canceled in its entirety and shall be replaced with the following:

Unless a resolution of the General Meeting or agreement with the shareholder determine otherwise, the company is obliged to pay out dividends at its own costs and risk. It must do so to the shareholder's address administered in the records of book-registered securities of the Central Depository at the amount determined for the issuer on the deciding day. The board of directors is obliged to notify of the due date of payment of dividends, and the place and method of their payment in a manner determined for convening of the General Meeting (Article 14 paragraph 5 of these Articles of Association).

3. Change in Provision of Article 10 (11)

The present wording of Article 10 (11) of the Articles of Association of Unipetrol shall be changed in a way that it shall be supplemented with the following words:

"The explanation may be provided in the form of a collective answer on several questions of the similar scope. There is a rule, that the shareholder has been provided with an explanation even in case that the supplemental explanation to the individual points of the order of business of the General Meeting was published on the official web pages of the company at latest on the day preceding the day of holding of the General Meeting and was available to the shareholders at the place of holding of the General Meeting."

4. Change in Provision of Article 10 (12)

The present wording of Article 10 (12) of the Articles of Association of Unipetrol shall be changed in a way that it shall be supplemented with the following words:

“A shareholder has a right to enforce his proposals to points, which shall be included in the order of business of the General Meeting, even before publication of the invitation to the General Meeting. The board of directors publishes the proposal, which shall be delivered to the company at latest 7 days prior the publication of the invitation to the General Meeting, together with the invitation to the General Meeting. The provision of the first and second sentence hereof shall apply similarly to proposals of the shareholder delivered after the time period specified in the precedent sentence hereof.”

5. Change in Provision of Article 10 (14)

The present wording of Article 10 (14) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“A shareholder or shareholders, who has or have shares the total nominal values of which reach three percent of the company’s base capital, can ask for the following:

- a) The board of directors to convene an extraordinary general meeting to discuss matters proposed by them, if each point of the order of business of the General Meeting is supplemented by an explanation or a proposed resolution,*
- b) The board of directors to place a matter determined by them into the order of business of the general meeting, if each point of the order of business of the General Meeting is supplemented by an explanation of a proposed resolution and is delivered to the board of directors at latest 20 days prior the deciding day pursuant to Article 13 paragraph 7 of these Articles of Association. If the request was received after publication of the notification that the general meeting is going to take place, the board of directors will supplement the publication of the order of business of the General Meeting at latest 10 days prior to the deciding day pursuant to Article 13 paragraph 7 in a manner according to Article 14 paragraph 5 of these Articles of Association. If such publication is not possible, the assigned matter can only be put into the order of business of this General Meeting by procedure according to Article 15 paragraph 6 of these Articles of Association,*
- c) The supervisory board to investigate the performance of the board of directors in matters determined in the request,*
- d) The supervisory board to enforce its right to damage compensation that the company has towards a member of the board of directors,*
- e) The board of directors to submit a complaint for the payment of the issue price of shares against shareholders who are in delay with its payment, or to enforce procedure according to Article 9 paragraph 8 of these Articles of Association,*
- f) The court to name a specialist for investigating a report on relations between the controlled person and connected persons according to Article 66a paragraph 12 of the Commercial Code if there are important reasons for doing so. This applies even if the conditions in Article 66a paragraph 13 of the Commercial Code are not met,*
- g) The court to withdraw the liquidator named by the General Meeting and to replace him with someone else.”*

6. Change in Provision of Article 10 (16) and (17)

The present wording of Article 10 (16) through (18) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following paragraphs (16) and (17):

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“16. Any shareholder who obtains either by himself or together with other persons acting in concordance a deciding share of voting rights in the company is obliged within 30 days of the day following the day in which the shareholder obtained or exceeded this share, to make an offer to take over company shares from all owners. This obligation terminates if during the same time period the shareholder has decreased or decreases his share of voting rights under the amount that founded his obligation according to this paragraph by transferring shares to another person and, therefore, stop exercising a deciding influence on the company by himself or by means of other persons. Termination of obligation is conditional in the above case upon decision of the Czech National Bank on the basis of a written request by the shareholder. The deciding share on voting rights in the company is a voting share in the company exceeding at least 30% of all votes attached to the participating securities issued by the company. Detailed rules and exceptions in fulfilling this obligation are determined by the Act No. 104/2008 Coll., on take-over bids and on amendments to some other acts (Take-over Bid Act), as amended (hereinafter the “Take-over Bid Act”); in specific cases the Czech National Bank decides at the request of the shareholder.

17. A shareholder who reaches or exceeds a share of all company voting rights of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50% or 75%, or lowers his share in all voting rights under these borderlines is obliged, within four working days after finding out about this actuality or being able to find out about this actuality, to present a notification to the company and to the Czech National Bank. The notification may be performed also in the English language. Details concerning the notification of the voting rights are laid down in the Act No. 256/2004 Coll., on performance of business on capital markets, as amended (herein after the “Capital Markets Business Act”).”

7. Change of Designation of Article 10 (19)

The present wording of Article 10 (19) of the Articles of Association of Unipetrol shall be newly designated as Article 10 (18).

8. Change in Provision of Article 13 (1) through (3)

The present wording of Article 13 (1) through (3) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following paragraphs (1) through (4):

“1. Every shareholder can take part in the General Meeting personally or by means of a representative. A shareholder is not obligated to perform voting rights attached to all of his shares in the same way. The same rule applies also on a representative of the shareholder.

2. The power of attorney for representing on the General Meeting must be in writing and must include whether it has been granted for representing on one or more General Meetings to be held within a specified time period. It is deemed that a person registered in the records of investment securities or in the records of book-entered securities as a trustee or as a person authorized to perform the rights attached to the shares, is authorized to perform on behalf of a shareholder all rights attached to the shares registered on a particular account, including the right to vote at the General Meeting. The power of attorney form shall be available to shareholders of the company from a moment of publication of the invitation to the General Meeting in the registered office of the company and on

the official web pages of the company. Every shareholder has a right to notify the company by electronic means of a granted power of attorney for his representing on the General Meeting, as well as, of recalling of a power of attorney by the principal. The notification may be performed by delivery of an e-mail message by the shareholder to the e-mail address valna.hromada@unipetrol.cz or general.meeting@unipetrol.cz with the attachment of the readable electronic copy (scan or photo picture via digital camera) of (a) a written power of attorney of the shareholder signed by the shareholder and saved in pdf, jpg or xps form, or (b) a written recall of a power of attorney signed by the shareholder and saved in pdf, jpg or xps form. In case that the e-mail message or its attachment containing the power of attorney or its recall is not readable, the company shall request the shareholder to deliver a flawless written power of attorney or its recall again by electronic means provided that such request shall be sent by the company to the e-mail address of the shareholder, from which the defected e-mail message with the defected attachment has been sent. In case that the written power of attorney or its recall is not readable, such power of attorney or its recall shall be disregarded. Details on notification of granting of the power of attorney or its recall by the shareholder through electronic means shall be contained in the invitation to the General Meeting in accordance with Section 120a of the Capital Markets Business Act. The obligation of the shareholder or his representative to identify himself on the General Meeting by lodging of documents pursuant to Article 13 paragraph 4 of these Articles of Association (except for the power of attorney) shall not be affected by the notification on granting of the power of attorney through electronic means.

3. *The representative of the shareholder is obligated to notify to the shareholder in sufficient advance before the holding of the General Meeting any matters, which might be relevant for assessment of the shareholder, whether there is a risk of a conflict of interest between the representative and the shareholder. Members of bodies of the company may accept to act upon the power of attorney of the shareholder as the representative of the shareholder only if they publish information pursuant to first sentence hereof together with the invitation to the General Meeting*

4. *Shareholder - physical persons stated in paragraph 1 of this Article prove their identities at the General Meeting by a valid identity document. The shareholder – legal person acting at the General Meeting by its statutory authority or its member(s) is further obliged to prove themselves by an officially verified excerpt from the business register no older than three months from the date of the General Meeting taking place. The shareholder representative is obliged to prove his identity by written power of attorney in which the extent of the representatives authority is shown unless the granting of the power of attorney was notified to the company via electronic means pursuant to paragraph 2 of this Article. In the case of power of attorney granted by the shareholder to a corporate entity, the representative is further obliged to submit the officially verified excerpt from the business register, or, if applicable, a written power of attorney proving the authorization to act on behalf of this corporate entity. The affected persons are obliged to hand over powers of attorney and excerpts from the business register mentioned in this paragraph 4 of this Article to the company. The authorization of the persons registered in the records of investment securities or in the records of book-entered securities as the trustee or as a person authorized to exercise rights attached to shares kept at the respective account, which authorization follows from Section 184 (4) of the Commercial Code, shall be testify by the excerpt from the records of book-entered securities which shall be arranged for purposes of the occurrence of the General Meeting by the Company.”*

9. Change of Designation of Article 13 (4) and (5)

The present wording of Article 13 (4) and (5) of the Articles of Association of Unipetrol shall be newly designated as Article 13 (5) and (6).

The present wording of newly designated Article 13 (6) of the Articles of Association of Unipetrol shall be canceled in its entirety and shall be replaced with the following:

Shareholders that are present, or possibly their representatives that are present, are recorded into the list of people attending. This list contains the name or title and head office of the corporate entity or the name and place of residence of the physical person who is a shareholder or shareholder's representative. It also contains the nominal value of shares that authorise them to vote, or possibly information on the fact that the shares held do not authorise them to vote. If the company refuses to make a record of a certain person into the list of those present, it is obliged to state this actuality in the list of those present, inclusive of giving a reason for the refusal. People stated in paragraph 5 of this Article are also recorded into the list of those present. The accuracy of the list of those present is confirmed by the signatures of the chairman of the board of directors and the registrar elected in accordance with Article 15 paragraph 1 of these Articles of Association.

10. New Article 13 (7)

Following present Article 13 (5) of the Articles of Association of Unipetrol which is newly designated as Article 13 (6) a new paragraph (7) with the following content shall be added:

“The deciding date for attendance at the General Meeting is always the 7th calendar day preceding the date of the General Meeting.”

11. Change in Provision of Article 14 (1)

The present wording of Article 14 (1) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“The General Meeting of the company takes place at least once a year at the latest within six months of the last day of the financial period. It will be convened by the board of directors or by its member if the board of directors, without undue delay, does not approve its convening and the legal regulation sets a duty to convene the General Meeting or if the board of directors has not, for a long period of time, a quorum for adopting its decisions, unless the commercial code provides adversely.”

12. Change in Provision of Article 14 (3)

The present wording of Article 14 (3) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“At the request of a shareholder or shareholders according to Article 10 paragraph 14 section a) of these Articles of Association and subject to assumptions set forth in the cited provision of Articles of Association, the board of directors is to convene an extraordinary General Meeting. Such an extraordinary General Meeting is to take place

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within 50 days from the day when it received the request to convene it; the period shown in paragraph 5 of this Article is shortened to 21 days. The board of directors is not authorized to change the proposed order of business; it may only be supplemented with the consent of the persons who requested the convening of the extraordinary General Meeting.”

13. Change in Provision of Article 14 (5) and (6)

The present wording of Article 14 (5) and (6) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

- “5. *The General Meeting is convened by notification on the General Meeting in the Obchodní věstník (Business Gazette), on the webpages of the company, and on internet portal www.patria.cz, which must be published at least thirty days prior to it taking place. If the shareholder sets up for the benefit of the company right of lien for at least one share in the company as collateral for settlement of costs for sending notification on the General Meeting taking place, and if he asks for the notification on the General Meeting taking place to be sent to the address shown on the request, the company is obliged to send his notification costs to the address stated.*
6. *The invitation to the General Meeting must at least contain the name and head office of the company, along with the date, time and place where the General Meeting is to take place, indication of whether an ordinary, extraordinary or alternative General Meeting is being convened, agenda of the General Meeting, the deciding day for participation at the General Meeting and explanation of its importance, notification on rights of owner of shares relating to the participation of the shareholder at the General Meeting, description how to attend the General Meeting (also via representative) and how to perform a voting on it and other appurtenances determined by law.”*

14. Change in Provision of Article 14 (8)

The present wording of Article 14 (8) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“The General Meeting can be cancelled or the date of it taking place can be changed to a later time. Cancellation of the General Meeting or a change in the date of it taking place must be announced in the manner determined in paragraph 5 of this Article. This must be done at the latest one week prior to the announced date of it taking place, otherwise the company is obliged to pay sensibly spent costs to shareholders who came along according to the prior announcement. The extraordinary General Meeting convened pursuant to provision of Article 14 paragraph 3 of these Articles of Association can be recalled or a date of its occurrence can be moved to later day only if such changes are requested by shareholder(s) within a meaning of Article 10 paragraph 14 letter a) of these Articles of Association. When setting a new date for the General Meeting to take place, the period according to paragraph 5, or possibly paragraph 3, of this Article, must be adhered to.”

15. Change in Provision of Article 15 (3) through (5)

The present wording of Article 15 (3) through (5) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

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- “3. *The General Meeting is capable of constituting a quorum if shareholders are present who have shares with a nominal value representing more than half of the base capital of the company.*
4. *When assessing the capacity of the General Meeting to make a decision and during voting at the General Meeting shares or interim certificates that are not connected to the voting rights are not taken into consideration. The same applies if voting rights that they are connected with cannot be executed. The ban on performance of voting rights stated below in sections b) to f) relates to shareholders who deal with a shareholder who cannot exercise voting rights, in concordance. A shareholder cannot exercise voting rights*
- a) *Connected to an interim certificate, if he is delayed with payment of the issue price of unpaid shares or part thereof,*
 - b) *If the General Meeting decides on his non-monetary deposit,*
 - c) *If the General Meeting decides on the following:*
 - *Whether to him or to a person with whom he acts in concordance, there should be given an advantage or their fulfilment of obligation should be excused,*
 - *Whether he should be discharged from the function of member of the authority due to breach of obligation in performing his function,*
 - d) *If he is in delay with a satisfaction of his take-over offer duty within a meaning of the Take-over Bid Act provided that he cannot exercise voting rights for a period of such delay; the voting right cannot be exercised also by a person cooperating with such shareholder,*
 - e) *If he is in delay with a satisfaction of his notification duty concerning his share of the company voting rights,*
 - f) *In other cases if so determined by law.*
5. *If the General Meeting after the expiry of one hour since the determined start of its dealings did not constitute a quorum, the board of directors is to convene an alternative General Meeting by new notification published within fifteen days of the day when the prior General Meeting was convened. This is to be done using the method determined in Article 14 paragraph 5 of these Articles of Association. The period stated there is to be shortened to fifteen days. An alternative General Meeting must take place at the latest within six weeks from the day when the previous General Meeting should have taken place. An alternative General Meeting must have an unchanged order of business and is capable of constituting a quorum without consideration to the number of shareholders present or the level of nominal value of their shares.”*

16. Change in Provision of Article 15 (8) through (11)

The present wording of Article 15 (8) through (11) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

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- 8. *The General Meeting decides by the majority of votes of present shareholders, unless the Commercial Code or another legal regulations requires a different majority.*
- 9. *A qualified majority of two thirds of votes of present shareholders is needed for the General Meeting to decide on the following:*

- a) *Changes to the Articles of Association, unless there is a change in the Articles of Association as a result of an increase in base capital by the board of directors or a change that occurred on the basis of other legal actualities,*
 - b) *An increase in base capital or authorisation by the board of directors according to Article 210 of the Commercial Code and Article 28 paragraph 7 of these Articles of Association, or on the possibility of counting monetary receivables towards the company against the debt for payment of issue price,*
 - c) *A decrease in base capital,*
 - d) *Issue of debentures according to Article 160 of the Commercial Code,*
 - e) *Dissolution of company with liquidation and proposal of dividing the liquidation value,*
 - f) *Confirmation of election of supervisory board members according to Article 38l paragraph 6 of the Commercial Code,*
 - g) *Approval of agreement within a meaning of Article 12 paragraph 2 letter w) of these Articles of Association.*
10. *A qualified majority of three-quarters of votes of present shareholders is needed for a decision of the General Meeting to do the following:*
- a) *On exclusion or restriction of priority right to obtain exchangeable and priority debentures or subscription of new company shares for increasing base capital according to Article 204a of the Commercial Code,*
 - b) *Increase base capital by non-monetary deposits,*
 - c) *Approve a contract on control or approve a contract on transfer of profit, as well as changes to them,*
 - d) *Mergers, divisions, and changes to the legal form of the company.*
11. *As well as a qualified, or possibly a simple majority of votes of present shareholders, a qualified majority of three-quarters of votes of present shareholders having the given shares for deciding at the General Meeting is also necessary for the following:*
- a) *On a change in type or form of shares,*
 - b) *On a change in the rights connected with a certain type of shares,*
 - c) *On elimination from trading on the Czech or foreign stock-exchange market.”*

17. Change in Provision of Article 16 (5) letter k) through q)

The present wording of Article 16 (5) letter k) of the Articles of Association of Unipetrol shall be deleted in its entirety. The present provisions of Article 16 (5) letters l) through q) shall be newly designated as letters k) through p).

18. Change in Provision of Article 23

The present wording of Article 23 of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“Based on its decision, the supervisory board may create the committees of the supervisory board for the support of the strategic targets of the company via providing positions and recommendations to the supervisory board. The committees of the supervisory board shall be composed exclusively of the members of the supervisory

board. In its decision on formation of the respective committee of the supervisory board, the supervisory board shall decide on its composition and powers while respecting the powers of other bodies of the company. The details regarding the meetings of the supervisory board committees and their powers shall be specified in the rules of procedure of committees of the supervisory board which shall be approved by the supervisory board.”

19. Change in Provision of Article 24c (1)

The present wording of Article 24c (1) of the Articles of Association of Unipetrol shall be changed in a way that the word “two” shall be replaced with the word “3”.

20. Change in Provision of Article 31 (1)

The present wording of Article 31 (1) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

“The duty to publish facts specified by applicable is satisfied by their publication via internet pages of the Company. If the respective legal regulation or this Articles of Association set a duty to publish facts specified by legal regulation or this Articles of Association in the Business Gazette or via other means determined by applicable law or the Articles of Association, such facts will be published in the Business Gazette and via other means determined by applicable law or the Articles of Association.”

21. Change in Provision of Article 32 (2)

The present wording of Article 32 (2) of the Articles of Association of Unipetrol shall be changed in a way that the words “according to Article 14 paragraph 5 of the Articles of Association” shall be replaced with the words “set forth for convening of the General Meeting”.

22. Change in Provision of Article 33 (2)

The present wording of Article 33 (2) of the Articles of Association of Unipetrol shall be cancelled in its entirety and shall be replaced with the following:

These Articles of Association was accepted on 27.12.1994 and is valid according to amendments approved by decision of the General Meeting from 20.12.1995, 27.6.1996, 24.3.1997, 27.3.1997, 15.7.1997, 29.5.1998, 29.1.1999, 19.8.1999, 29.6.2001, 17.1.2003, 13.4.2006, 26.6.2008, 10.12.2009 and 18.06.2010.

23. Other Provisions

Other provisions of the Articles of Association of Unipetrol shall remain as are.

Quorum:

Votes for:

Votes against:

Abstained from voting:

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