

## **NOTICE ON ADDING ITEM TO ORDINARY GENERAL MEETING AGENDA**

On 23 May 2015 UNIPETROL, a.s. received a request of ENTRIS EQUITY LIMITED, having its registered seat at Akropoleos, 59-61 SAVVIDES CENTRE, 1<sup>st</sup> floor, Flat/office 102, P.C. 1082, Nicosia, Cyprus, Identification no: HE 246285 (“ENTRIS”), a qualified shareholder of UNIPETROL, a.s., to adding the following item to the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 7 June 2017:

- Decision on buy-back of shares

(“Request”). Reasoning and proposal of resolution to the newly proposed item of the agenda were enclosed to the Request.

### **1. Supplementing the agenda**

Board of Directors of UNIPETROL, a.s. adds the item defined in the Request to the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 7 June 2017 so that:

- i) item “Decision on buy-back of shares“ shall be included as item no. 14 of the agenda;
- ii) original item no. 14 “Closing of the General Meeting“ shall be newly numbered as item no. 15 of the agenda;
- iii) other items of the agenda shall remain unchanged.

Therefore, the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 7 June 2017 is as follows:

1. Opening of the General Meeting
2. Approval of rules of procedure of the General Meeting
3. Election of persons into working bodies of the General Meeting
4. Report of the Company’s Board of Directors on Business Activities of the Company and State of Its Property for the year of 2016, conclusions of the Report on Relations between Controlled Party and Controlling Party and Parties Controlled by Same Controlling Party (“**Related Parties Report**”) for the year 2016 and Explanatory Report of the Company’s Board of Directors prepared pursuant to Section 118(9) of Capital Market Business Act
5. Report on the results of activities of the Supervisory Board in the year 2016, position of the Supervisory Board regarding the ordinary separate financial statements as of 31 December 2016, the ordinary consolidated financial statements as of 31 December 2016 and the proposal of the Company’s Board of Directors on distribution of profit and position of the Supervisory Board regarding review of the Related Parties Report for the year of 2016 and proposal of the auditor for appointment by the General Meeting
6. Report of the Audit Committee on results of its activities for the year of 2016
7. Approval of the ordinary separate financial statements as of 31 December 2016
8. Approval of the ordinary consolidated financial statements as of 31 December 2016
9. Decision on distribution of profit
10. Recall and election of members of the Supervisory Board of UNIPETROL, a.s.
11. Disapproval of competitive activities pursuant to Section 452 of the Act on Business Corporations
12. Appointment of auditor for auditing of UNIPETROL, a.s. separate and consolidated financial statements including other documents provided auditing is required by applicable legal regulations for the accounting period of calendar years 2017 and 2018
13. Decision on changes to the Articles of Associations of UNIPETROL, a.s.
14. Decision on buy-back of shares
15. Closing of the General Meeting

### **2. Proposals of resolution**

Proposal of resolution of ENTRIS regarding item no. 14 “Decision on buy-back of shares“:

*“(i) The Company General Meeting in accordance with Article 8.2 (h) of the Company Articles of Association of UNIPETROL, a.s. approves buy-back of Company’s own shares and that within a longer period of time*

*during years 2017-2019 up to 30% of the registered capital within the price range from CZK 250 to 450/share.*

- (ii) The General Meeting instructs the Company Board of Directors to ensure realization of the buy-back of Company shares in accordance with the terms as per this resolution approved by the Company General Meeting.*
- (iii) The General Meeting recommends that the Company, in view of the persisting extremely convenient debt market conditions, considers financing its ongoing investment process (as per the announced business plan for years 2017 to 2018) through an external debt up Net Debt/EBITDA = 1,5 multiple.”*

Request including reasoning and proposal of resolution is available at the Company's office at Prague 4, Na Pankráci 127, Postal Code: 140 00, in business days (Monday to Friday) from 9 a.m. until 12 a.m. and in accordance with Section 369 (2) of Act on Business Corporations are published on the company website ([www.unipetrol.cz](http://www.unipetrol.cz)) in section "Investor relations" under the reference "General Meeting" and on the internet portal [www.patria.cz](http://www.patria.cz).

**Board of Directors of UNIPETROL, a.s.**



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**Andrzej Modrzejewski**  
Chairman of Board of Directors



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**Miroslaw Kastelik**  
Vice Chairman of Board of Directors