

**GENERAL SHAREHOLDERS' MEETING OF UNIPETROL, a. s.,  
HELD ON 18 JUNE 2010**

**DRAFT RESOLUTIONS OR POSITIONS OF THE BOARD OF DIRECTORS WITH  
RESPECT TO THE INDIVIDUAL AGENDA ITEMS**

**ITEM 1: OPENING OF GENERAL MEETING**

No resolution is proposed to this point of agenda for its voting by the shareholders.

**ITEM 2: APPROVAL OF RULES OF PROCEDURE OF THE GENERAL MEETING**

**Resolution:**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 15 (1) of the Articles of Association of UNIPETROL, a.s., rules of procedure of the General Meeting of UNIPETROL, a.s. submitted by the Board of Directors of UNIPETROL, a.s.

**ITEM 3: ELECTION OF PERSON INTO WORKING BODIES OF THE GENERAL MEETING**

**Resolution:**

The General Meeting of UNIPETROL, a.s. elects, pursuant to Article 15 (1) of the Articles of Association of UNIPETROL, a.s., the following persons into the position of:

- a) the Chairman of the General Meeting of UNIPETROL, a.s.  
**JUDr. Tomáš Sokol**
- b) the Minutes Clerk of the General Meeting of UNIPETROL, a.s.  
**Zuzana Dušková**
- c) the Verifiers of the Minutes from the General Meeting of UNIPETROL, a.s.  
**JUDr. Ilja Stařík, Mgr. Alena Langová**
- d) the Scrutators of the General Meeting of UNIPETROL, a.s.  
**Martin Hlaváček, Petr Brant, Milan Vácha, Anna Schmidová, Šárka Honzová,  
Zuzana Horná, Zlata Dariusová, Lucie Špinková, Andrea Dejmková**

**ITEM 4: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE  
COMPANY AND STATE OF ITS PROPERTY FOR 2009 AND EXPLANATORY REPORT OF  
THE COMPANY'S BOARD OF DIRECTORS PREPARED PURSUAT TO SECTION 118 (8) OF  
CAPITAL MARKET BUSINESS ACT**

**Position of the Board of Directors:**

The subject-matter of the item 4. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is discussion of the Report of the company's Board of Directors on business activities of the company and state of its property for 2009 provided that this report shall be subject to voting of the shareholders of UNIPETROL, a.s. within the item 7. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s.

In accordance with Section 118 (8) of the Capital Market Business Act the subject-matter of the item 4. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is also discussion of the Explanatory report of the company's Board of Directors to matters pursuant to Section 118 (5) (a) through (k) of the Capital Market Business Act. The content of the such explanatory report pursuant to Section 118 (8) of the Capital Market Business Act is description of the structure and mechanism of the corporate governance, as well as, other matters, which may have influence on the procedure and success of a potential take-over bid with respect to shares of UNIPETROL, a.s.

The explanatory report of the Board of Directors pursuant to Section 118 (8) of the Capital Market Business Act shall not be subject to voting by the shareholders of UNIPETROL, a.s.

**ITEM 5: REPORT ON THE CONTROLLING ACTIVITIES OF THE SUPERVISORY BOARD IN 2009, POSITION OF  
THE SUPERVISORY BOARD TO THE REVIEW OF THE ORDINARY NON-CONSOLIDATED FINANCIAL  
STATEMENT AS OF 31 DECEMBER 2009, THE ORDINARY CONSOLIDATED FINANCIAL STATEMENT  
AS OF 31 DECEMBER 2009, THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS ON  
DISTRIBUTION OF PROFITS FRO 2009 BY ITS TRANSFERING TO THE ACCOUNT OF**

**UNDISTRIBUTED PROFITS OF THE COMPANY AND POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE RELATED PARTIES REPORT FOR 2009**

**Position of the Board of Directors:**

The subject-matter of the item 5. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is discussion of reports and standpoints of the Supervisory Board of UNIPETROL, a.s. to matters of the company pursuant to Section 66a (10), Section 198 and Section 201 (1) of the Czech Commercial Code.

The reports and standpoints of the Supervisory Board of UNIPETROL, a.s. shall not be subject to voting by the shareholders of UNIPETROL, a.s.

**ITEM 6: AUDIT COMMITTEE'S REPORT ON THE RESULTS OF ITS ACTIVITY**

**Position of the Board of Directors:**

The subject-matter of item 6. of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. is the Report of the Audit Committee of UNIPETROL, a.s. on results of its activities, which was established in UNIPETROL, a.s. in accordance with the Act No. 93/2009 Coll., on auditors, as amended, on 10 December 2009.

The Report of the Audit Committee on the results of its activities shall not be subject to voting by shareholders of UNIPETROL, a.s.

**ITEM 7: APPROVAL TO THE REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR 2009**

**Resolution:**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (2) (u) of the Articles of Association of UNIPETROL, a.s., the report of the Board of Directors of UNIPETROL, a.s. on business activities of UNIPETROL, a.s. and state of its property for year 2009.

**ITEM 8: APPROVAL TO THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2009**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (2) (v) of the Articles of Association of UNIPETROL, a.s., the ordinary non-consolidated financial statements of UNIPETROL, a.s. as of 31 December 2009.

**ITEM 9: APPROVAL TO THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2009**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (2) (v) of the Articles of Association of UNIPETROL, a.s., the ordinary consolidated financial statements of UNIPETROL, a.s. as of 31 December 2009.

**Item 10: DECISION ON THE DISTRIBUTION OF PROFIT FOR THE YEAR 2009 BY ITS TRANSFERRING TO THE ACCOUNT OF UNDISTRIBUTED PROFITS OF THE COMPANY PURSUAT TO ARTICLE 26(1) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**Resolution :**

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (2) (v) of the Articles of Association of UNIPETROL, a.s., the profit of distribution of UNIPETROL, a.s. from the year 2009 in the following manner:

Net profit for 2009	CZK	261,864,390.43
Mandatory allocation to the Reserve fund – 5%	CZK	13,093,219.52
Retained earnings allocation	CZK	248,771,170.91