

GENERAL SHAREHOLDERS' MEETING OF UNIPETROL, a. s., HELD ON 5 JUNE 2012
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. Aleš Ťoupalík
- d) the Scrutators of the General Meeting of UNIPETROL, a.s.
Martin Hlaváček, Petr Brant, Milan Vácha, Šárka Honzová, Anna Schmidová, Barbora Šátková, Lucie Pokorná, Petra Horáková, Blanka Dlouhá a Denisa Macháčková."

ITEM 4: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR 2011 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 2011 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 2011, POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENT AS OF 31 DECEMBER 2011, THE ORDINARY CONSOLIDATED FINANCIAL STATEMENT AS OF 31 DECEMBER 2011, THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS ON SETTLE THE LOSS FOR 2011 AND POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE RELATED PARTIES REPORT FOR 2011

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.

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 2011

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 2011.

ITEM 8: APPROVAL TO THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2011

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 2011.

ITEM 9: APPROVAL TO THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2011

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 2011.

Item 10: DECISION ON THE SETTLE OF LOSS FOR THE YEAR 2011 OF THE COMPANY PURSUAT TO ARTICLE 26(1) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution :

The General Meeting of UNIPETROL, a.s. decides, pursuant to Article 12 (2) (v) of the Articles of Association of UNIPETROL, a.s. to settle of loss in amount of CZK 229.926.312,21 to Retained earnings.

Item 11: DECISION ON THE CHANGES IN SUPERVISORY BOARD OF THE COMPANY

The changes in the Supervisory Board of Unipetrol are proposed due to the forthcoming expiration of the term of office of Mr. Ivan Kočárník, as a member and Vice-Chairman of the the Supervisory Board, Mr. Bogdan Dzudzewicz as a member of the Supervisory Board and Mr. Andrej Kozłowski as a member of the Supervisory Board, which shall take place on 24 June 2012.

Shareholders shall propose individual candidates for changes in the Supervisory Board of Unipetrol at the Ordinary General Meeting of Unipetrol.

Resolution :

The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 12 (2) (n) of the Articles of Association of UNIPETROL, a.s. hereby elects

Mr. [to be inserted] residing at [to be inserted]
Mr. [to be inserted] residing at [to be inserted]
Mr. [to be inserted] residing at [to be inserted]

into the position of a members of the Supervisory Board of UNIPETROL, a.s. with effect from 25 June 2012.

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