

UNIPETROL, a.s.

Registered office at Na Pankraci 127, 140 00 Praha 4

ICO 61672190

Registered in the Commercial Register administered by the Municipal Court in Praha
in section B, file 3020

**REPORT ON RELATIONS BETWEEN THE CONTROLLING AND THE CONTROLLED PERSON,
AND ON RELATIONS BETWEEN THE CONTROLLED PERSON AND OTHER PERSONS
CONTROLLED BY THE SAME CONTROLLING PERSON ("Related Persons")**

For year 2011

Controlled Person

UNIPETROL, a.s., registered office at Na Pankraci 127, 140 00 Praha 4, ICO 61672190 (Hereinafter "Company")

UNIPETROL, a.s. is the controlling person of the UNIPETROL business group whose organisational chart is shown in Appendix 1.

Controlling Person

POLSKI KONCERN NAFTOWY Orlen S.A., registered office at ul. Chemików 7, 09 - 411 Płock

Other Related Persons

Companies controlled by the Controlling Person, POLSKI KONCERN NAFTOWY Orlen S.A. are the other related persons.

Detailed overview of the other related persons is shown in Appendix 2 - POLSKI KONCERN NAFTOWY Orlen S.A. Business Group Organisational Chart.

In 2011, the following relations were established between the Company, Controlling Person and Other Related Persons.

Part I.

Agreements concluded between the Company , Controlling Person and Other Related Persons in 2011

and

performances (counter-performances) provided (received) in 2011 in virtue of agreements concluded in previous periods

Note:

- a) Categorisation of agreements follows the accounting methodology;
- b) Conversion from foreign currencies follows the current Czech National Bank exchange rate as of the respective performance (counter-performance) day.

CONTROLLING PERSON

1.1. POLSKI KONCERN NAFTOWY Orlen S.A.

Relation to the Company: Controlling Person

Relations in 2011 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2011:

Based on the agreements concluded in the previous periods, the Company received services for which it provided payments amounting to CZK 2,465 thousand. The price for the services was contractually agreed at arm's length basis.

The Company further provided services for which it received the payment in amount of CZK 189 thousand.

In previous periods, the Company concluded an agreement on confidentiality. No performance has been provided and received in virtue of this agreement.

OTHER RELATED PERSONS

1.2. SPOLANA, a.s.

Relation to the Company: The person directly controlled by Anwil S.A.

Relations in 2011 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts

The following relations were established in 2011:

The Company concluded in previous periods the agreement based on which it provided services to SPOLANA a.s.. The Company received for these services the payment amounting to CZK 100 thousand. The price for the services was contractually agreed at arm's length basis.

The Company has concluded in previous period the loan contract based on which it charged interest and fees. In 2011, the Company received payment amounting to CZK 11,564 thousand. The interest rate was contractually agreed at arm's length basis.

Based on the "Agreement on insurance premiums payment" for liability insurance of the Board Members and the Supervisory Board Members, and the liability insurance for damage caused by a product in the given period, the Company covered for SPOLANA, a.s. the corresponding portion of premiums in accordance with respective insurance agreements concluded with third persons. SPOLANA, a.s. has consequently paid this amount (CZK 379 thousand) to the Company.

1.3. ORLEN Medica Sp. z o.o.

Relation to the Company: The company directly controlled by POLSKI KONCERN NAFTOWY Orlen S.A.

Relations in 2011 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2011:

The Company has concluded in previous period contract based on which in 2011 the Company received services for which it provided payment in amount of CZK 34 thousand. The price for the services was contractually agreed at arm's length basis.

Part II.

Other legal actions made in favour of Other Related Persons

2.1 Anwil S.A.

Relation to the Company: The company directly controlled by POLSKI KONCERN NAFTOWY Orlen S.A.

Based on the agreement concluded, Anwil S.A. guaranteed for the loan provided by the Company to SPOLANA, a.s.

There were no other legal actions made in favour of Other Related Persons in 2011.

Part III.

Other measures taken or realised in favour of or initiated by Other Related Persons

In 2011 there were no other measures taken or realized by the Company in favour of or initiated by Other Related Persons.

In Prague

On behalf of the Company:

.....
Piotr Chelmiński
Chairman of the Board of Directors

.....
Mariusz Kędra
Member of the Board of Directors

Appendix 1
UNIPETROL business group - Controlled companies

1 January 2011 – 31 December 2011

Companies controlled by UNIPETROL, a.s. .	Registered Office	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
		1.1.	31.12.	
Companies with direct share of UNIPETROL, a.s.				
Companies with indirect share of UNIPETROL , a.s.				
1. UNIPETROL RPA, s.r.o., ICO 275 97 075	Litvínov, Záluží 1	100,00	100,00	
1.1 HC VERVA Litvínov, a.s. , ICO 640 48 098	Litvínov , S.K. Neumanna 1598	70,95	70,95	Other shareholders- Litvínov city owns 22,14% and HC Litvínov, o.s. owns 6,91%
1.2 CHEMOPETROL, a.s., ICO 254 92 110	Litvínov, Záluží 1	100,00	100,00	
1.3 POLYMER INSTITUTE BRNO, s.r.o. , ICO 607 11 990	Brno, Tkalcovská 36/2	99,00	99,00	1% owned by UNIPETROL, a.s
1.4 UNIPETROL DOPRAVA, s.r.o., ICO 640 49 701	Litvínov, Růžodol 4	99,88	99,88	0,12% owned by UNIPETROL, a.s.
1.5 UNIPETROL DEUTSCHLAND GmbH, ICO HRB 34346	Langen, Germany, Paul-Ehrlich-Strasse 1B	99,90	99,90	0,1% owned by UNIPETROL, a.s.
1.6 CHEMAPOL (SCHWEIZ) in liquidation, ICO CH-270.3.000.762-9	Leimenstrasse 21, 4003 Basel, Switzerland	100,00	100,00	
1.7 UNIPETROL SLOVENSKO, s.r.o., ICO 357 77 087	Panónská cesta 7, 850 00 Bratislava, Slovak Republic	86,96	86,96	13,04% owned by UNIPETROL, a.s.
2. UNIPETROL SERVICES, s.r.o. , ICO 276 08 051	Litvínov, Záluží 1	100,00	100,00	
3. Výzkumný ústav anorganické chemie, a.s. , ICO 622 43 136	Ústí nad Labem, Revoluční 84/ 1521	100,00	100,00	
4. UNIPETROL TRADE, a.s. in liquidation, ICO 250 56 433	Praha 4, Na Pankráci 127	100,00	00,00	Liquidation of the company finished as at 27 September 2011
5. BENZINA,s.r.o. , ICO 601 93 328	Praha 4, Na Pankráci 127	100,00	100,00	
5.1 PETROTRANS, s.r.o. , ICO 251 23 041	Praha 8, Střelničná 2221	99,37	99,37	0,63% owned by UNIPETROL, a.s.
6. UNIPETROL RAFINÉRIE, a.s., ICO 278 85 429	Litvínov, Záluží 1	100,00	100,00	
7. ČESKÁ RAFINERSKÁ, a.s. , ICO 627 41 772	Litvínov, Záluží 2	51,22*	51,22*	
8. UNIPETROL AUSTRIA HmbH in Liqu, ICO 43 551	Vienna, Apfelgasse 2, Austria	100,00	100,00	
9. PARAMO,a.s. , ICO 481 73 355	Pardubice, Přerovská 560	100,00	100,00	
9.1 MOGUL SLOVAKIA,s.r.o., ICO 36 222 992	Hradiště pod Vrátnou, U ihriska 300, Slovak Republic	100,00	100,00	
9.2 PARAMO Asfalt, s.r.o., ICO 248 03 791	Pardubice, Přerovská čp. 560	0,00	100,00	
9.3 PARAMO Oil, s.r.o. , ICO 246 87 341	Pardubice, Přerovská čp. 560	0,00	100,00	
10. Butadien Kralupy a.s., ICO 278 93 995	Kralupy nad Vltavou, O Wichterleho 810	51,00	51,00	
Other companies with share of UNIPETROL, a.s.				
1. UNIVERSAL BANKA, a.s in bankruptcy, ICO 482 64 865	Praha 1, Senovážné náměstí 1588/1	16,45	16,45	12,24% owned by RPA, s.r.o.
2. ORLEN HOLDING MALTA LIMITED, ICO C 39945	Malta, Level 1, 36, Strand Towers, The Strand, Sliema SLM 1022	0,50	0,50	99,50% owned by PKN ORLEN S.A.

*According to the articles of association of ČESKÁ RAFINERSKÁ, a.s. adoption of decisions on all important matters requires 67.5% or greater majority of all votes.

Annex no. 2

CAPITAL GROUP OF POLSKI KONCERN NAFTOWY Orlen S.A. - CONTROLLING PERSON AND OTHER RELATED PERSONS

1 January 2011 – 31 December 2011

Companies controlled by PKN ORLEN S.A.	Registered Office	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
		1.1.	31.12.	
Companies with direct share of PKN ORLEN S.A.				
Companies with indirect share of PKN ORLEN S.A.				
1. UNIPETROL, a.s.	Praha	62,99	62,99	see separate list of the Capital Group of UNIPETROL
2. ORLEN Deutschland AG	Elmshorn	100,00	100,00	
3. ORLEN Budonafit Sp. z o.o.	Kraków	100,00	100,00	
4. ORLEN Automatyka Sp. z o.o.	Płock	52,42	100,00	15.04.2011 buy-back of 2.284 own shares (no reduction of share capital); 21.04.2011 signed SPA with all minority shareholders. PKN remains the only shareholder in the Company.
5. ORLEN Asphalt Sp. z o.o.	Płock	82,46	82,46	17,54 % Rafineria Trzebinia S.A.
6. Inowrocławskie Kopalnie Soli "SOLINO" S.A.	Inowrocław	70,54	98,17	05.07.2011 PKN purchased from the State of Treasury the block of 482.527 shares of IKS Solino S.A. representing 25,2% of share capital. 22.12.2011 buyout of minority shareholders. PKN ORLEN share in the company's share capital after transactions amounts to 98,17%.
7. ORLEN Gaz Sp. z o.o.	Płock	100,00	100,00	
8. ORLEN KolTrans Sp. z o.o.	Płock	99,85	99,85	
9. Orlen Laboratorium Sp. z o.o.	Płock	94,94	94,94	
10. ORLEN Medica Sp. z o.o.	Płock	100,00	100,00	
10.1 Sanatorium Uzdrowskie "Krystynka" Sp. z o.o.	Ciechocinek	98,54	98,54	
11. ORLEN Ochrona Sp. z o.o.	Płock	100,00	100,00	
12. ORLEN OIL Sp. z o.o.	Kraków	51,69	51,69	43,84 % Rafineria Trzebinia S.A. a 4,47% Rafineria nafty Jedlicze
12.1. Platinum Oil Sp. z o.o.	Lublin	100,00	100,00	
12.2. Platinum Oil Małopolskie Centrum Dystrybucji Sp. z o.o.	Szczucin	24%	100,0	30.08.2011 ORLEN OIL Sp. z o.o. purchased from Tankpol 9120 shares in Platinum Oil Małopolskie Centrum Dystrybucji sp. z o.o. representing 76% of share capital. ORLEN OIL after transactions remains the only shareholder in the Company.
12.3. ORLEN OIL ČESKO, s. r. o.	Brno	100,00	100,00	
13. ORLEN PetroCentrum Sp. z o.o.	Płock	100,00	100,00	
14. ORLEN PetroTank Sp. z o.o.	Wielka	100,00	100,00	
14.1. Petro-Mawi Sp. z o.o. w likwidacji	Sosnowiec	60,00	60,00	
15. ORLEN Projekt S.A.	Płock	51,00	51,00	
16. ORLEN Transport Kraków Sp. z o.o. w upadłości	Kraków	98,41	98,41	
17. ORLEN Transport Sp. z o.o.	Płock	66,78	100,00	the shares were redeemed, which resulted in a reduction of ORLEN Transport's share capital. PKN ORLEN S.A. remains the only shareholder in the Company
18. ORLEN Wir Sp. z o.o.	Płock	51,00	76,59	01.07.2011 PKN ORLEN S.A. purchased from Polimex – Mostostal S.A. a block of 18 shares of ORLEN Wir Sp. z o.o. PKN ORLEN share in the company's share capital after the transaction amounts to 76,59%.
19. Petrolot Sp. z o.o.	Warszawa	51,00	51,00	
20. Rafineria Nafty Jedlicze S.A.	Jedlicze	75,00	89,95	20.04.2011 PKN purchased from the State of Treasury 781.000 shares of Rafineria Nafty Jedlicze S.A. representing 10,01% of share capital of Rafinerii Nafty Jedlicze S.A.) 22.12.2011 buyout of minority shareholders. PKN ORLEN share in the company's share capital after transactions amounts to 89,95%.
20.1. „RAF-BIT” Sp. z o.o.	Jedlicze	100,00	100,00	
20.2. „RAF-KOLTRANS” Sp. z o.o.	Jedlicze	100,00	100,00	
20.3. „RAF-Służba Ratownicza” Sp. z o.o.	Jedlicze	100,00	100,00	
20.4. Konsorcjum Olejów Przetworzonych "ORGANIZACJA ODZYSKU" S.A.	Jedlicze	81,00	81,00	8 % Rafineria Trzebinia S.A.

20.5. "RAN-WATT" Sp. z o.o. w likwidacji	Toruń	51,00	51,00	
21. Rafineria Trzebinia S.A.	Trzebinia	86,34	86,34	
21.1. Fabryka Parafin NaftoWax sp. z o.o. - Trzebinia	Trzebinia	100,00	100,00	
21.2. Energomedia Sp. z o.o.	Trzebinia	100,00	100,00	
21.3. Euronafit Trzebinia Sp. z o.o.	Trzebinia	99,99	100,00	April 2011 (1 share purchased from Energomedia representing 0,002% of the company's share capital, 1 share purchased from Zakładowa Straż Pożarna representing 0,002% of the company's share capital). Rafineria Trzebinia S.A. remains the only shareholder in the Company.
21.4. EkoNaft Sp. zo.o.	Trzebinia	99,00	100,00	April 2011 (1share purchased from Euronafit representing 1% of the company's share capital). Rafineria Trzebinia S.A. remains the only shareholder in the Company.
21.5.Zakładowa Straż Pożarna Sp. z o.o.	Trzebinia	99,98	100,00	April 2011 (1 share purchased from FP Naftowax representing 0,02% of the company's share capital). Rafineria Trzebinia S.A. remains the only shareholder in the Company.
22. Ship - Service S.A.	Warszawa	60,86	60,86	
23. ORLEN Centrum Serwisowe Sp. z o.o.	Opole	99,01	99,01	
24. Anwil S.A.	Włocławek	90,35	95,14	29.07.2011 buyout of minority shareholders- 4,15% shares; 22.12.2011 buyout of minority shareholders - 0,64%. At the end of 2011 PKN had 95,14% PKN ORLEN share in the company's share capital after transactions amounts to 95,14%.
24.1. Przedsiębiorstwo Inwestycyjno - Remontowe REMWIL Sp. z o.o.	Włocławek	99,98	99,98	
24.2. Przedsiębiorstwo Produkcyjno-Handlowo-Usługowe PRO-LAB Sp. z o.o.	Włocławek	99,32	99,32	
24.3. SPOLANA a.s.	Neratovice	100,00	100,00	
24.4. Przedsiębiorstwo Usług Specjalistycznych i Projektowych CHEMEKO Sp. z o.o.	Włocławek	55,93	55,93	
24.5. Zakład Usługowo-Produkcyjny EKO-Dróg Sp. z o.o.	Włocławek	48,78	48,78	
24.6. Przedsiębiorstwo Usług Technicznych Wircom Sp. z o.o.	Włocławek	49,02	49,02	
24.7. Specjalistyczna Przechodnia Przemysłowa Prof-Med Sp. z o.o.	Włocławek	45,86	45,86	
25. ORLEN EKO Sp. z o.o.	Płock	100,00	100,00	31.05.2011 merger by absorption of ORLEN Prewencja Sp. z o.o. ORLEN EKO was <u>acquiring</u> company
26. ORLEN Administracja Sp. z o.o.	Płock	100,00	100,00	
27. ORLEN Upstream Sp. z o.o.	Warszawa	100,00	100,00	
28. ORLEN Prewencja Sp. z o.o.	Płock	100,00	0,00	31.05.2011 merger by absorption, ORLEN Prewencja was aquired company
29. ORLEN Księgowość Sp. z o.o.	Płock	100,00	100,00	
30. ORLEN HOLDING MALTA Limited	Sliema, Malta	99,50	99,50	
30.1. ORLEN Insurance Ltd	Sliema, Malta	99,99	99,99	0,000001 PKN (one share)
31. AB ORLEN Lietuva	Juodeikiai	100,00	100,00	
31.1. UAB Uotas w likwidacji	Mazeikiai	100,00	0,00	End of January 2011 liquidation
31.2. AB Ventus Nafta	Vilnius	100,00	100,00	
31.3. UAB Mazeikiu Nafta Trading House (Litwa)	Vilnius , Lithuania	100,00	100,00	
31.3.1. UAB Mazeikiu Nafta Trading House Latvia	Riga, Latvia	100,00	100,00	until 7 December 2011 SIA Mazeiku Nafta Tirdzniecibas Nams
31.3.2. UAB Mazeikiu Nafta Trading House Estonia	Tallin ,Estonia	100,00	100,00	until 7 December 2011 OU Mazeikiu Nafta Trading House
31.4. UAB Mazeikiu Nafta Health Care Center	Juodeikiai	100,00	100,00	
31.5. UAB Mazeikiu Nafta Paslaugos Tau	Juodeikiai	100,00	100,00	
31.6. UAB EMAS	Juodeikiai	100,00	100,00	
32. ORLEN Finance AB	Sztokholm	100,00	100,00	
33. ORLEN Capital AB	Sztokholm	100,00	100,00	
34. Basell Orlen Polyolefins Sp. z o.o.	Płock	50,00	50,00	50% owned by Basell Europe Holding B. V.
34.1. Basell Orlen Polyolefins Sp. z o.o. Sprzedaz Sp. z o.o.	Płock	100,00	100,00	
35. Plocki Park Przemyslowo-Technologiczny S.A.	Płock	50,00	50,00	50% owned by city Plock
35.1.Centrum Edukacji Sp. z o. o.	Płock	69,43	69,43	
36. ORLEN International Exploration –Production Company BV	Amsterdam	100,00	100,00	
36.1. SIA Balin Energy Grupa OIE-PC BV	Lithuania	50,00	50,00	
37. Baltic Power Sp. z o.o.	Warszawa	0,00	100,00	03.11.2011 Registered in the Register of Business Enterprises (KRS). PKN remains the only shareholder in the Company.
38. Baltic Spark Sp. z o.o.	Warszawa	0,00	100,00	25.11.2011 Registered in the Register of Business Enterprises (KRS). PKN remains the only shareholder in the Company.