

GENERAL SHAREHOLDERS' MEETING OF UNIPETROL, A.S. HELD ON 24 JUNE 2013
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., the 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 PERSONS 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.*
Bc. Michaela Kršková
- c) *the Verifiers of the Minutes from the General Meeting of UNIPETROL, a.s.*
JUDr. Ilja Stařík, JUDr. Aleš Ťoupalík
- d) *the Scrutators of the General Meeting of UNIPETROL, a.s.*
Milan Vácha, Ing. Martin Hlaváček, Magda Brantová, Tereza Holíková, Šárka Honzová, Kamila Kosařová, Zuzana Martínková, Anna Schmidová, Petra Sotonová a Barbora Šátková.

ITEM 4: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES
OF THE COMPANY AND STATE OF ITS PROPERTY FOR THE YEAR OF 2012 AND
EXPLANATORY REPORT OF THE COMPANY'S BOARD OF DIRECTORS PREPARED
PURSUANT 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 2012 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 THE YEAR OF 2012, POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2012, THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2012, THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS ON DISTRIBUTION OF PROFIT FOR 2012 AND POSITION OF THE SUPERVISORY BOARD TO THE REVIEW OF THE REPORT ON RELATIONS BETWEEN RELATED PERSONS FOR THE YEAR OF 2012

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 on report 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 report 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: REPORT OF THE AUDIT COMMITTEE ON RESULTS OF ITS ACTIVITIES

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 OF THE REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR THE YEAR OF 2012

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 2012.

ITEM 8: APPROVAL OF THE ORDINARY NON-CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2012

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 2012.

ITEM 9: APPROVAL OF THE ORDINARY CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2012

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 2012.

ITEM 10: DECISION ON DISTRIBUTION OF PROFIT FOR 2012

Resolution :

The General Meeting of UNIPETROL, a.s. approves, pursuant to Article 12 (2) (v) of the Articles of Association of UNIPETROL, a.s. distribution of the UNIPETROL, a.s. profit generated on non-consolidated basis in 2012 in amount of CZK 403,972,291.38 as follows:

- a) 5 % of the Company's net profit amounting to CZK 20,198,614.57 will be transferred to the Company's Reserve Fund; and*
- b) the amount of CZK 383,773,676.81 CZK of the Company's net profit will be transferred to the retained earnings.*

ITEM 11: CHANGES IN COMPOSITION OF THE SUPERVISORY BOARD OF UNIPETROL, A.S.

The changes in the Supervisory Board of UNIPETROL, a.s. are proposed due to:

- a) termination of the term of office of, Mr Rafal Sekula, who was co-opted as a substitute member of the Supervisory Board on 6 February 2013, and Mr Piotr Chełmiński, who was co-opted as a substitute member of the Supervisory Board on 8 April 2013, and whose office will terminate as of the date of the next General Meeting, i.e. 24 June 2013; and*
- b) forthcoming expiration of the term of office of Supervisory Board Member of Mr Krystian Pater and JUDr. Zdeněk Černý on 29 June 2013.*

Shareholders shall propose individual candidates in relation with changes in the Supervisory Board of UNIPETROL, a.s. at the Ordinary General Meeting of UNIPETROL, a.s..

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

*[to be inserted] residing at [to be inserted]
[to be inserted] residing at [to be inserted]
[to be inserted] residing at [to be inserted]
[to be inserted] residing at [to be inserted]*

into the position of members of the Supervisory Board of UNIPETROL, a.s. with effect as of [.]

ITEM 12: CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE OF UNIPETROL, A.S.

The changes in the Audit Committee of UNIPETROL, a.s. are proposed due to the expiration of the term of office of all members of the Audit Committee of UNIPETROL, a.s., which occurred on 10 December 2012, provided that the office of all member of the Audit Committee subsequently terminated pursuant to Article 24b (6) of the Articles of Association of UNIPETROL, a.s. on 10 March 2013.

Shareholders shall propose individual candidates in relation with changes in the Audit Committee of UNIPETROL, a.s. at the Ordinary General Meeting of UNIPETROL, a.s.

Resolution :

The ordinary Shareholders' General Meeting of UNIPETROL, a.s. in accordance with Article 12 (2) (o) of the Statutes of UNIPETROL, a.s. hereby appoints

[to be inserted] residing at [to be inserted]

[to be inserted] residing at [to be inserted]

[to be inserted] residing at [to be inserted]

[to be inserted] residing at [to be inserted]

into the position of members of the Audit Committee of UNIPETROL, a.s.

ITEM 13: APPOINTMENT OF AUDITOR FOR AUDIT OF UNIPETROL, A.S. NON-CONSOLIDATED AND CONSOLIDATED FINANCIAL STATEMENTS FOR YEARS 2013 AND 2014

The purpose of the proposed resolution is appointment of auditor of UNIPETROL, a.s. for accounting periods of calendar years 2013 and 2014.

Resolution :

The General Meeting of UNIPETROL, a.s. resolves, pursuant to Article 12 (2) (q) of the Articles of Association of UNIPETROL, a.s. on appointment of KPMG Česká republika Audit, s.r.o., with registered office at Praha 8, Pobřežní 648/1a, Postal Code 186 00, company ID No.: 496 19 187, registered in the commercial registry maintained by the Municipal Court in Prague, section C, insert no. 24185, as the auditor for audit of financial statements and consolidated financial statements of UNIPETROL, a.s. for accounting periods of calendar years 2013 and 2014.

ITEM 14: DESISION ON CHANGE TO THE ARTICLES OF ASSOCIATION OF UNIPETROL, a.s.

Resolution :

The General Meeting of UNIPETROL, a.s. decides, pursuant to Article 12 (2) (a) of the Articles of Association of UNIPETROL, a.s. on change to the Articles of the Association of UNIPETROL, a.s., effective as of the day when the Act No. 90/2012 Coll., on commercial companies and cooperatives (Act on commercial corporations) becomes effective, as follows:

(1) *Amendment of Article 14 (5) of Articles of Association*

The current wording of Article 14 (5) of the Articles of Association of UNIPETROL, a.s. shall be deleted in its entirety and shall be replaced by the following wording:

„5. General Meeting shall be convened by publication of invitation in the Commercial Gazette, on the official company’s website www.unipetrol.cz and on the internet server www.patria.cz. Delivery of invitation to individual addresses of Company’s shareholders pursuant to Section 406 (1) of Act on commercial corporations shall be replaced by publication of invitation to General Meeting in the Commercial Gazette and on the internet server www. Patria.cz. Invitation to General Meeting shall be published at least thirty (30) days before the General Meeting takes place.”

(2) Amendment of Article 33 (2) of the Articles of Association

The current wording of Article 33 (2) of the Articles of Association of UNIPETROL, a.s. shall be deleted in its entirety and replaced by the following wording:

„2. These Articles of Association were adopted on 27.12.1994 and are valid in the wording of amendments approved by the General Meeting on 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, 18.6.2010, 30.6.2011 and 24.6.2013.

(3) Other provisions of the Articles of Association

Other provisions of the Articles of Association of UNIPETROL, a.s. remain unchanged.

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