
**RULES OF PROCEDURE
OF THE ORDINARY GENERAL MEETING OF
UNIPETROL, A.S.
HELD ON 26 MAY 2014**

Art. 1

1. These Rules of Procedure of the Ordinary General Meeting of UNIPETROL, a.s. (hereinafter referred to as the “**Company**”) regulate, in line with the Act No. 90/2012 Coll., Act on Business Corporations (the “**Act on Business Corporations**”) and the Company’s Articles of Association, the manner of shareholder registration, the manner in which the Ordinary General Meeting (hereinafter referred to as the “**General Meeting**”) will proceed, the manner in which shareholder rights will be exercised at the General Meeting and the manner of voting. Any issues concerning the course of the General Meeting not regulated by these Rules of Procedure, shall be governed by the Company’s Articles of Association and applicable provisions of the Act on Business Corporations or, if applicable, Act No. 89/2012 Coll., Civil Code.
2. For the purposes of these Rules of Procedure, the word “shareholder” shall also mean a representative of a shareholder, unless stipulated otherwise

Art. 2

1. For shareholder registration for the General Meeting a registration point is set up, registering the shareholders on the attendance list, issuing the shareholders with identification cards containing his/her identification number and his/her ballots with the same identification number. By signing the attendance sheet the shareholder confirms receiving the ballots and identification card with an identification number filled in. Should the shareholder lose the identification card, the registration point shall re-issue the card at any point during the General Meeting at the shareholder’s request.
2. Registration shall take place at a place and time specified in the invitation to the General Meeting (hereinafter referred to as the “**Invitation**”).
3. Registration shall be made throughout the entire course of the General Meeting. Throughout the course of the General Meeting, those shareholders who are registered in the attendance list and do not express the will to terminate their presence at the General Meeting, or to suspend it by handing in the identification card at the registration point, shall be considered present.
4. For registration, the registration point shall verify the identity of the shareholders and their authorisation to participate in the General Meeting and shall accept the relevant documents

(powers of attorney, excerpts from the Commercial Registry or, if applicable, an excerpt from investment securities evidence).

5. Prior to the commencement of the General Meeting, the registration point shall make a protocol of the General Meeting's quorum. The quorum protocol shall be made in connection with every voting on each resolution of the General Meeting.
6. Whenever leaving the meeting room, the shareholder must hand in his/her identification card and ballots at the registration point, which will give them back when he or she returns to the meeting room. The shareholder shall confirm this act by signature, otherwise he or she shall be considered present at the General Meeting. The registration point shall make a note of the identification of the shareholder and of the duration of his/her absence from the General Meeting.

Art. 3

1. The General Meeting shall be commenced by a member of the Company's Board of Directors, authorised by the Board of Directors for this purpose, and he or she shall direct the meeting until the General Meeting Chairman is elected. This authorised member of the Board of Directors has the same position as the General Meeting Chairman.
2. The General Meeting shall make decisions concerning matters which were put on its agenda, as per the Invitation. Any matters not specified in the Invitation can only be decided upon if all of the Company's shareholders are present and vote in favour of it.
3. The shareholders at the General Meeting may request and receive an explanation of matters concerning the Company or entities controlled by the Company, should such an explanation be required in order to assess the content of matters included in the General Meeting's agenda or the performance of shareholders' rights at the General Meeting.
4. Requests for explanation (hereinafter referred to as "**Inquires**"), proposals, and protests can be submitted by shareholders in writing on a discussion note or orally, on invitation of the General Meeting Chairman. Discussion notes must bear the identification number of the shareholder concerned (from the identification card), the company name, the corporate name or surname of the shareholder and a signature of the shareholder or a representative. At the heading, the shareholder must mark whether it is an inquiry, proposal, or protest and to which point of the General Meeting's agenda it pertains. The shareholder shall deliver the discussion note to the General Meeting's information centre (hereinafter referred to as the "**Information Centre**") When delivering the discussion note, the shareholder must show his/her identification card. Should a shareholder wish to submit his/her inquiry, proposal, or protest orally, after the invitation of the General Meeting Chairman he/she shall fill out the discussion note, in which he/she shall state the shareholder identification number (from the identification card), the company name, the corporate name or the surname of the shareholder, the point of the agenda of the General Meeting he/she wishes to speak about and whether it will be an inquiry, proposal, or a protest, and then share the contents of the relevant inquiry, proposal or protest.

5. The Information Centre shall mark the time of receipt on the discussion notes and hand them over to the General Meeting Chairman, who will ensure that all inquiries, proposals and protests are presented to the General Meeting.
6. The following process applies to the presentation and handling of inquiries, proposals and protests:
 - a) *inquiries*: the General Meeting Chairman shall present all written inquiries pertaining to the point of the General Meeting's agenda currently under discussion or invite the shareholder to present the inquiry orally and afterwards ensure that inquiries are answered;
 - b) *proposals*: the General Meeting Chairman shall present all proposals pertaining to the point of the General Meeting's agenda currently under discussion or invite the shareholder to present his/her proposal orally. First, a vote will be taken on the proposal of the entity convening the General Meeting. If this proposal is not approved or if a point has been included in the agenda at the request of a shareholder, the shareholders' proposals shall be voted on in the order in which they were submitted. Should any proposal be approved, subsequent proposals will not be voted on;
 - c) *protests*: the General Meeting Chairman shall present any protest submitted or invite the shareholder to present his/her protest orally, and should the protesting shareholder require so, he shall request that the protest is noted in the Minutes of the General Meeting.
7. The General Meeting Chairman shall rule on procedural matters (including interruption of the meeting, calling a break, giving the floor, etc.).

Art. 4

1. The General Meeting may adopt valid decisions provided that there are shareholders present owning shares with nominal value representing more than 50% of the Company's registered capital.
2. Voting shall be done by using ballots which shareholders receive at registration or during the General Meeting on the basis of instruction of the General Meeting Chairman. Before each vote, the General Meeting Chairman shall announce which resolution is being voted on and with which ballot. The shareholders shall mark the relevant answer on their ballots by putting an X next to the chosen answer and sign the ballot in their own hand. If using alternative ballots or ballots received during the General Meeting based on the instruction of the General Meeting Chairman, they must also fill in their ballot numbers announced by the General Meeting Chairman. If using ballots received during the General Meeting based on the instruction of the General Meeting Chairman, they must also fill in their identification numbers (from their identification cards).
3. Any ballot which is not signed, a ballot without number or with an incorrect number and a ballot not bearing an identification number or with an incorrect identification number is invalid. Furthermore, any ballot torn up, with writing crossed out, rewritten or otherwise rendered useless (i.e., with information illegible or unclear) shall also be considered invalid.

If a shareholder makes a mistake when filling out a ballot, he/she must ask a person authorised to count votes (hereinafter referred to as the “**Scrutineer**”) for assistance. The shareholder shall modify the ballot in front of the Scrutineer and then both the Scrutineer and the shareholder shall confirm this change by signing the ballot, or the Scrutineer shall replace the shareholder’s ballot with a new one.

4. Once the ballots are collected, the Scrutineers shall immediately start counting the votes. As soon as result of a voting is clear, despite the fact that final numbers concerning amount of votes are still unknown, the Scrutineers shall hand this result to the General Meeting Chairman, who will announce the result. The exact number of all votes with respect to a particular resolution shall be announced by the General Meeting Chairman in an appropriate time during the course of the General Meeting.
5. If a resolution on a certain point of the agenda has been adopted based on the results, that point of the General Meeting agenda will no longer be discussed and the General Meeting Chairman shall move onto the next point of the agenda.

Prague, 26 May 2014