

**POSITION OF BOARD OF DIRECTORS OF UNIPETROL, A.S. ON SHAREHOLDER  
COUNTER-PROPOSAL OF ONDŘEJ ČECH**

On 25 May 2017 UNIPETROL, a.s. (“**Unipetrol**”) received from Mr. Ondřej Čech, residing at Dlouhá 25, Praha 1, 110 00, a shareholder of Unipetrol, the below stated counterproposal to item 2 of the agenda of the Ordinary General Meeting of UNIPETROL, a.s. convened to take place on on 7 June 2017.

1. Wording of Counter-proposal

Resolution:

“The General Meeting of UNIPETROL, a.s. adopts the Rules of Procedure of the General Meeting as amended by the submitted counterproposal, where Article 3 (12) reads as follows:

The Chairman of the General Meeting is mainly obliged to:

- a) adhere to applicable legal regulations, the Company Articles of Association, these Rules of Procedure and General Meeting agenda when steering the General Meeting;
- b) steer the General Meeting in a way allowing to prepare a notarial deed with all requisites required by applicable laws when a notarial deed is required;
- c) ensure that the limit of ten (10) minutes to present Inquiry, proposal, counterproposal or protest is observed by shareholder;
- d) decide on all disputable matters regarding course of the General Meeting unless such decision falls within the authority of other Company body;
- e) ensure making a sound record from the General Meeting to serve as a basis to prepare minutes of the General Meeting and provide preservation of the sound record during two years after the General Meeting.”

Resolution:

“The General Meeting of UNIPETROL, a.s. adopts the Rules of Procedure of the company as amended by the submitted counterproposal, where Article 3 (13) letter e) shall be deleted.”

Resolution:

“The General Meeting of the company UNIPETROL, a.s. adopts the Rules of Procedure of the company as amended by the submitted counterproposal, where Article 4 (7) reads as follows: “Minutes verifier and the Chairman of the General Meeting, shall when verifying the wording of the minutes, check the wording against the sound record, if such was made.””

Resolution:

“The General Meeting of UNIPETROL, a.s. adopts the Rules of Procedure of the General Meeting as per the wording proposed by the shareholder - Ondřej Čech.”

2. Position of Board of Directors

As per past practice at Unipetrol General Meetings, sound record was always made. The Board of Directors perceives benefit of the sound record of the General Meeting for the purpose of fulfilling obligations under Section 423(1) of the Act on Business Corporations. In the submitted proposal of the Rules of Procedure of General Meeting, the Board of Directors proposed specifying decision making regarding making a sound record and disposing of the record; the Board of Directors considers the proposed regulation to be fully sufficient.

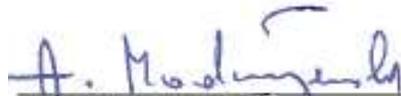
Based on the above the Board of Directors adopted a negative statement regarding this shareholder counterproposal.

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Counter-proposal of Mr. Ondřej Čech, including justification thereof and related requests for explanation, are available on the website of the company ([www.unipetrol.cz](http://www.unipetrol.cz)) in section "Investor Relations", subsection "General Meeting".

Counter-proposal of Mr. Ondřej Čech, including position of Unipetrol's Board of Directors, are also available in the registered office of the company at the address Prague 4, Na Pankráci 127, Postal Code 140 00, during business days (from Monday to Friday) from 9:00 to 12:00 and were, pursuant to section 362 (1) of the Business Corporations Act, published also in Commercial Bulletin, on the company's website ([www.unipetrol.cz](http://www.unipetrol.cz)) in section "Investor Relations", subsection "General Meeting", and on the website [www.patria.cz](http://www.patria.cz)

Board of Directors of UNIPETROL, a.s.



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Andrzej Modrzejewski  
Chairman of Board of Directors



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Miroslav Kastelik  
Vice-Chairman of Board of Directors