

UNIPETROL, a.s.

Supervisory Board

Klimentská 10

110 05 Prague 1

Prague, September 22, 2006

Dear Sirs,

based on your request we have prepared an expert opinion concerning valuation of shares of SPOLANA a.s., Id. no. 451 47 787, registered office Neratovice, Práce 657, ZIP 277 11, registered with the Prague Municipal Court, section B, insert no. 1462, that represent 81.78% share on registered capital of the company (detailed specification of the appraised assets is included in subsection 4). The purpose of this expert opinion was to determine the market value of the above assets as of 30.6.2006.

This opinion is intended solely for purposes of the Supervisory Board of the company UNIPETROL, a.s.

On the basis of the performed analysis as of the stated date, the DCF Entity method was used. In our opinion the market comparison method is not appropriate for the SPOLANA's market value determination (for details see subsection 10.3).

Determined SPOLANA's market value is valid only under following assumptions (for details see subsection 8.1):

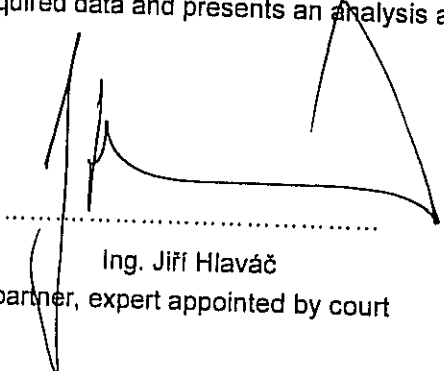
- 1) SPOLANA will be connected with a strategic partner from the branch.
- 2) Long-term contract for ethylene supplies with the company CHEMOPETROL shall be concluded under the conditions used by the management during preparation of the business plan.

In our opinion, the going-concern concept would be violated unless the aforementioned presumptions are fulfilled. With respect to the SPOLANA's financial situation, its indebtedness and with respect to its insignificant position on the global market, it can be assumed that it would be sooner or later unable to withstand competition.

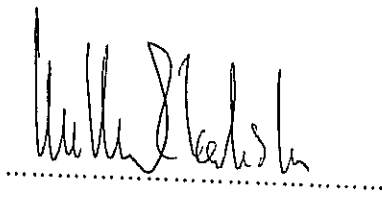
The market value of the appraised assets as of the date of valuation ranges:

**FROM CZK 406,599,000 TO CZK 712,374,000**

A detailed report describing the methodology for the value ascertainment is attached and it concludes all required data and presents an analysis and conclusions of the appraisal.



.....  
Ing. Jiří Hlaváč  
partner, expert appointed by court



.....  
Ing. Ladislav Kolář  
expert appointed by court

## 15 Expert's Clause of Ing. Jiří Hlaváč

I issued this expert's opinion as an expert appointed by the resolution of the Regional Court in Brno of 21<sup>st</sup> June 2004, Ref. No. Spr 1642/2003 for the field of economics, branch prices and evaluations of companies.

Expert's act was recorded in the expert's diary under serial No. 3-09/06.

Expert's signature and seal:

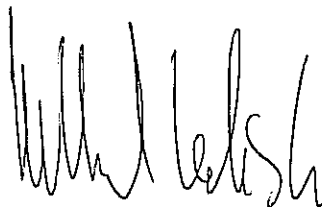


## 16 Expert's Clause of Ing. Ladislav Kollárik

I issued this expert's opinion as an expert appointed by the resolution of the Regional Court in Ostrava of 18<sup>th</sup> June 2002, Ref. No. Spr 2324/2002 for the field of economics, branch prices and evaluations of companies.

Expert's act was recorded in the expert's diary under serial No. 2-09/06.

Expert's signature and seal:





**Private and Confidential**

**Supervisory Board of  
UNIPETROL a.s.**  
Klimentska Street No 10  
110 05 Prague 1  
Czech Republic

22 August 2006

Our ref: 010670/spolana

Dear Sirs

**Fairness Opinion on the Transaction of shares in Spolana a.s. and Related Entities  
("Spolana")**

*Introduction*

BDO has been engaged by Unipetrol a.s. ("Unipetrol") to provide a Fairness Opinion on the value of Spolana shares to be disposed of by Unipetrol. Spolana is an 81.78% subsidiary of Unipetrol. This Fairness Opinion will be used in determining the price at which Unipetrol's shares in Spolana should be sold to a related party.

The basis of valuation is by reference to the open market value of Spolana's equity. "Open market value" is taken as meaning the best price reasonably obtainable in an arm's length transaction in the open market between a willing buyer and a willing seller.

You requested us to remove from our valuation all synergies with Zakłady Azotowe ANWIL Spółka Akcyjna ("Anwil"), a Polish company within the PKN group which is a competitor of Spolana. Accordingly, we provide below two values for the equity of Spolana:

- a value on a stand-alone basis, with all Anwil synergies removed (the "stand-alone basis")
- an open market value that we believe may be achieved in a sale on the open market, and which includes certain synergies with potential trade buyers (the "open market basis").

*Limitations and Caveats*

We have not undertaken any due diligence or audit of the information provided to us. The accuracy of such information is the sole responsibility of the directors of Spolana.

We consent to the release of this Fairness Opinion to the Public. However, our sole liability is to you and we accept no liability for our work to any other parties, who may see or rely upon this Fairness Opinion.

#### *Valuation Methodologies*

In reaching our opinion we considered the three most common methods for valuing shares in public and private companies, these being:

- Trading multiple basis, viz. by reference to the trading multiples of similar businesses to those carried on by Spolana, selected at our discretion
- Transaction multiple basis, viz. by reference to a group of precedent transactions in respect of similar businesses to those carried on by Spolana
- Discounted cash flow basis ("DCF"), viz. based on a forecast of the main operating drivers of the Spolana business

The first two methodologies above are together referred to as "the market method".

Since the Spolana shares are quoted on a stock exchange in the Czech Republic [or elsewhere], we have also considered the stock market price.

We main methodologies we adopted were the three methodologies above, namely:

- the DCF basis
- the market method basis

#### *Information Available*

We have relied on the following information provided by Spolana which we have reviewed to arrive at our conclusion:

- Financial statements for Spolana for the financial years 2003, 2004 and 2005
- Management accounts for Spolana for 2005
- Financial projections for the period 2006 – 2011 and 2006 – 2016
- Strategic business plan of Spolana, dated 30 June 2006
- Detail of profitability improvement initiatives included in the Unipetrol/PKN Partnership Plan

- Information on principal customers and suppliers of Spolana
- Further information obtained in discussions with Spolana and Unipetrol management

*Valuation Conclusion*

Based on the information above and our research, we consider that a fair value range of a 100% interest in the equity of Spolana is as follows:

- On a stand-alone basis – CZK (551.697,000)/€(19.7m)
- On an open market basis – **CZK 598,702,000 – CZK 925,931,000** [€21.38m - €33.07m)

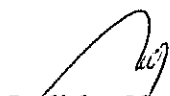
The fair value of the 81.78% interest in Spolana owned by Unipetrol is therefore

- On an open market basis **CZK 489,618,000 – CZK 757,226,000** [€17.49m - €27.04m]

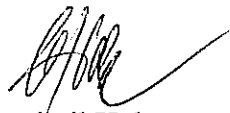
On this basis, we are of the opinion that the proposed payment in the sum of CZK640,383,000 for an 81.75% interest in Spolana is fair and reasonable.

Yours faithfully

BDO Prima Audit s.r.o.



Ladislav Novák  
partner



Vlastimil Holcr  
partner



BDO Prima Audit s.r.o.  
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poradenská firma

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Supervisory Board of  
Unipetrol a.s.  
Klimentska Street No.10  
110 05 Prague 1  
Czech Republic

4 September 2006

Dear Sirs,

**Fairness Opinion on the Process regarding the Sale of Shares in  
Spolana a.s. and Related Entities ('Spolana')**

*Introduction*

BDO Prima Audit s.r.o. has been engaged by Unipetrol a.s. to provide a Fairness Opinion on the process regarding the sale of shares in Spolana. Spolana is an 81.78% subsidiary of Unipetrol.

*Limitations and Caveats*

We have not undertaken any due diligence or audit of the information provided to us. The accuracy of such information is the sole responsibility of the directors of Unipetrol.

We consent to the release of this Fairness Opinion to the Public. However our sole liability is to you and we accept no liability for our work to any other parties, who may see or rely upon this Fairness Opinion.

*Information Available*

We have relied on the following information provided by Unipetrol which we have reviewed to arrive at our conclusion:

Process Information Report

Press Announcement of Sale of Shares in Spolana

Expressions of Interest by Potential Investors

Confidentiality Agreements signed by Potential Investors

Information Memorandum

Process Letter sent to Potential Investors

Non-Binding Offers by Potential Investors

Evaluation of Non-Binding Offers by Board of Directors

Due Diligence Procedures

Binding Offer by Anwil

Evaluation of Binding Offer by Evaluation Team

Correspondence between Unipetrol and Potential Investors



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### *Conclusion*

Based on the above information and our research, we consider that the process followed regarding the sale of shares in Spolana was carried out in accordance with professional standards relating to mergers and acquisitions.

Yours faithfully,

Ladislav Novák  
partner

Vlastimil Hokr  
partner