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## INSIDE INFORMATION

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### Resolutions of General Meeting 2013

#### **1) Resolution on 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**

The General Meeting of UNIPETROL, a.s. (the "Company") held on 24 June 2013 approved pursuant to item 7 of the agenda 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.

#### **2) Resolution on approval of ordinary non-consolidated financial statements and ordinary consolidated financial statements as of 31 December 2012 of UNIPETROL, a.s.**

The General Meeting of the Company held on 24 June 2013 approved pursuant to item 8 of the agenda the ordinary non-consolidated financial statements of the Company as of 31 December 2012.

The General Meeting of the Company further approved pursuant to item 9 of the agenda the ordinary consolidated financial statements of the Company as of 31 December 2012.

#### **3) Resolution on distribution of non-consolidated profit of UNIPETROL, a.s. for 2012**

The General Meeting of the Company held on 24 June 2013 decided pursuant to item 10 of the agenda pursuant to Article 12 (2) (v) of the Articles of Association of the Company distribution of the Company'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 of the Company's net profit will be transferred to the retained earnings.

#### **4) Resolution on changes in composition of the Supervisory Board of UNIPETROL, a.s.**

The General Meeting of the Company held on 24 June 2013 elected pursuant to item 11 of the agenda pursuant Article 12 (2) (n) of the Articles of Association of the Company into the position of members of the Supervisory Board of the Company:

- Mr. Piotr Chełmiski, born on 17 October 1964, 01-508 Warsaw, ks. T. Boguckiego 3A m.87, Poland,
- Mr. Rafał Sekuła, born on 27 September 1972, 32-087 Zielonki, ul. Wspólna 3, 00-432, Poland,

with effect as of 24 June 2013, and

- Mr. Zdeněk Černý, born on 20 October 1953, Loučeň 421, district of Nymburk, ZIP 289 37, Czech Republic,
- Mr. Krystian Pater, born on 16 December 1964, Plock, Wiśniewskiego 28, 09-400, Poland,

with effect as of 30 June 2013.

***The composition of the Supervisory Board of the Company will be with effect as of 30 June 2013 as follows:***

- *Mr. Dariusz Jacek Krawiec,*
- *Mr. Sławomir Robert Jędrzejczyk,*
- *Mr. Ivan Kočárník,*
- *Mr. Zdeněk Černý,*
- *Mr. Bogdan Dzudzewicz,*
- *Mr. Piotr Kearney,*
- *Mr. Piotr Chełmiski,*
- *Mr. Krystian Pater,*
- *Mr. Rafał Sekuła.*

#### ***Professional careers of elected members of the Supervisory Board***

##### ***Professional career of Mr. Piotr Chełmiski:***

- 2013 – member of the Supervisory Board, UNIPETROL, a.s.
- 2012 – member of the Board of Directors, PKN Orlen
- 12/2009 – 2013 CEO and chairman of BoD, UNIPETROL, a.s.
- 2007 – 10/2009 member of the Board of Directors, Gamet Holdings S.A. Luxembourg

- 2006 – 10/2009 VicePresident for Sales and Marketing, Gamet, S.A. Torun, Poland (production of furniture accessories)
- 2001 – 2006 member of the Board of Directors, member of the Supervisory Board – direct operational supervision of Sales and Marketing, Kamis-Przyprawy S.A. (leader in the Polish seasoning and species market)
- 2001 – 2002 member of the Board of Directors, member of the Supervisory Board, Werner & Merz Polska Sp. z o.o. (manufactures products in cleaning, care and conservation)
- 1999 – 2001 member of the Board of Directors, Browar Dojlidy Sp. z o.o. (brewery)
- 1996 – 1999 regional director for CEE region, Eckes Granini GmbH & Co. KG (fruit beverages) and President of its subsidiary Aronia S.A.
- 1995 – 1996 vice-chairman for sales, marketing and export, Okocimskie Zakłady Piwowskie, S.A. (brewery)

***Professional career of Mr. Rafal Sekula:***

He is currently the Executive HR Director of PKN Orlen, responsible for the HR processes in the PKN Orlen Group.

- 2000 – 08/2009 - TP EmiTel sp. z o.o. – HR Director (from 2006), head of the Employee Care Department (from 2002), specialist in the Employee Care Department – from 2000
- 1999 - 2000 - Telekomunikacja Polska SA, General Headquarters, Cracow Region – Organisation and Management Department
- 1997 – 1999 - Telekomunikacja Polska SA Zakład Radiokomunikacji i Teletransmisji in Cracow – Organisation and Management Department.

***Professional career of Mr. Zdeněk Černý***

- Since 1.7.2004 - Chairman of the newly established Trade Union association ECHO (Power and Chemical industries)
- 1997 - 2004 - Chairman of the Czech Trade Unions in Chemical Industry
- 1990 - 1997 - Czech Trade Unions in Chemical Industry (gradually the head of the chairman's secretariat, executive secretary, head of legislative - legal department)
- 1975 - 1989 - Railway transport sector (gradually technology engineer, R&D department, inventions and improvements, investments)
- 1973 - 1975 - Průmstav Kolín (civil service)

***Professional career of Mr. Krystian Pater:***

- 2007 – present UNIPETROL, a.s., member of the Supervisory Board

- 2008 – present PKN ORLEN SA, member of the Board of Directors for refinery segment
- 2007-2008 – PKN ORLEN SA, member of the Board of Directors for production
- 2010 – present CONCAWE, member of the Board of Directors
- 2006 – present AB ORLEN Lietuva, member of the Board of Directors,
- 2009 – 2010 AB ORLEN Lietuva, CEO, Chairman of the Board of Directors
- 2006 – 2009 PARAMO, a.s., member of the Supervisory Board
- 2007 – 2008 Basell Orlen Polyolefins Sp. z o.o., member of the Supervisory Board
- 2005 – 2007 CHEMOPETROL, a.s., member of the Board of Directors
- 2005 – 2007 Unipetrol Rafinerie, a.s., member of the Board of Directors
- 2006 – 2007 PKN ORLEN SA, executive director for refinery production
- 2003 – 2005 PKN ORLEN SA, chief engineer for technology
- 1998 – 2002 PKN ORLEN SA, supervisor of the production manager's office
- 1993 – 1998 Petrochemia Płock SA, technologist
- 1990 – 1993 Office Works Projects, designer
- 1987 – 1991 – Research and Development Centre for Petroleum Industry, chemist

#### **5) Resolution on changes in composition of the Audit Committee of UNIPETROL, a.s.**

The General Meeting of the Company held on 24 June 2013 elected pursuant to item 12 of the agenda pursuant Article 12 (2) (o) of the Articles of Association of the Company into the position of members of the Audit Committee of of the Company:

- Mr. Piotr Kearney, born on 4 October 1969, Sopot, ul. A. Mickiewicza 63/51, 81-866, Poland,
- Mr. Rafał Warpechowski, born on 20 September 1971, 01-821 Warsaw, Hajoty 49, Poland,
- Mr. Iain Haggis, born on 9 December 1961, Podleśna 42/5, 01-673 Warsaw, Poland,
- Mr. Ivan Kočárník, born 29 November 1944, K Bukovce 161, 252 28 Vonoklasy.

with effect as of 24 June 2013.

#### ***Professional career of Mr. Piotr Kearney***

- Currently works as Director of Mergers and Acquisitions Department of PKN ORLEN. He is currently also a Member of the Supervisory Board of ORLEN Upstream.
- Mr. Kearney is at PKN ORLEN since 2000, he began at the post of Deputy Director for Capital Investments and later on assumed the post of Strategy and Development Executive Director.

- Before joining PKN ORLEN, he worked for Nafta Polska (1997 – 2000), first as an adviser in the Financial Policy Department, subsequently at the post of Deputy Director for Restructuring and Privatisation Department.
- He started his career in Rafineria Gdanska (1995 – 1996) as Development Finance Manager.
- In the past Member of Supervisory Boards of: ORLEN Deutschland, Polkomtel S.A., IKS Solino S.A., Rafineria Trzebinia S.A. and Rafineria Nafty „Jedlicze” S.A.

***Professional career of Mr. Rafał Warpechowski***

- 2008 – PKN ORLEN S.A. – Executive Director for Planning and Reporting
- 2003 – 2008 – TELEKOMUNIKACJA POLSKA S.A. – Director of Accounting and Financial Reporting Division, Deputy Director since October 2007
- 1998 – 2003 – IMPEXMETAL S.A. – Director for Finance, Planning and Reporting (since 2003), Reportin Manager (since 1998)
- 1996 – 1998 – PRICEWATERHOUSE SP. Z 0.0. and PRICEWATERHOUSECOOPERS SP. Z.0.0. – Assistent and Specialist for Audit and Business Consulting

***Professional career of Mr. Iain Haggis***

- 2007 – now Chief Financial Officer responsible for producing financial statements and annual audit, Innova Capital, Warsaw (a leading private equity firm in Central Europe)
- 2005 – 2007 Corporate Finance Officer in charge of accounting issues involving divesting substantial assets and hedge accounting, TP Group, Warsaw (a leading telecoms group in Poland)
- 2002 – 2005 Chief Operating Officer responsible for producing financial statements and conducting the audit, Radio Plus Group, Warsaw (a network of commercial local radio stations in Poland)
- 1999 – 2002 Finance Director in charge of producing financial statements, conducting the audit and implementing the new accounting system, De Lage Landen Leasing Polska, Warsaw (the leasing and vendor finance subsidiary of Rabobank, the AAA-rated Dutch bank)
- 1994 – 1999 Finance and Administration Director responsible for the audit process of the National Investment Fund and its shareholdings, Polskie Towarzystwo Prywatyzacyjne – Kleinwort Benson, Warsaw (a joint venture established to manage one of the National Investment Funds in Poland during privatisation)
- 1991 – 1994 Financial Director responsible for designing and implementing the accounting and reporting system, the annual audit and the relationship with auditors, GVG GmbH, Hanover, Germany (a catering, vending, security services, washroom and office workwear and office cleaning provider)

- 1989 – 1991 Regional Financial Controller in charge of designing and implementing the accounting and reporting system, producing financial statements and the audit of the company, Halifax Property Services, Bracknell, UK (estate agency)
- 1984 – 1989 Management Accountant and Assistant Financial Manager responsible for reporting to management, Reuters Ltd, London / Vienna / Zurich (news agency)

***Professional career of Mr. Ivan Kočárník***

- 2007 - 2009 - Chairman of the Supervisory Board, České aerolinie
- 1984 - 2000 - editor of FINANCE A ÚVĚR magazine
- member of the convocation of University of Economics, Prague
- 2000 - 2007 - Chairman of the Supervisory Board, Česká pojišťovna
- 1997 - 2000 - Chairman of the Board of Directors, Česká pojišťovna
- 1996 - 1998 - member of the Chamber of Deputies, Parliament of the CR
- 06/1992 - 12/1992 - member of the Chamber of Deputies, Parliament of the CSR
- from 1991 - member, later one of the leaders of ODS party

**6) Resolution on appointment of auditor for audit of UNIPETROL, a.s. non-consolidated and consolidated financial statements and annual report for years 2013 and 2014**

The General Meeting of the Company held on 24 June 2013 decided pursuant to item 13 of the agenda pursuant to Article 12 (2) (q) of the Articles of Association of the Company, 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.

**7) Resolution on change to the Articles of Association of UNIPETROL, a.s.**

The General Meeting of the Company held on 24 June 2013 decided pursuant to item 14 of the agenda pursuant to Article 12 (2) (a) of the Articles of Association of the Company on change to the Articles of the Association of the Company 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 the Articles of Association**

The current wording of Article 14 (5) of the Articles of Association of the Company 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](http://www.unipetrol.cz) and on the internet server [www.patria.cz](http://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](http://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 the Company 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 the Company remain unchanged.

### **8) Resolution on remuneration of Supervisory Board members of UNIPETROL, a.s.**

The General Meeting of the Company held on 24 June 2013 approved pursuant to item 15 of the agenda, pursuant to article 12 (2) (p) of the Articles of the Association of the Company, the following monthly remuneration of members of Supervisory Board of the Company from 24.6.2013:

- Chairman of Supervisory Board: CZK 76,500
- Vice-Chairman of Supervisory Board: CZK 71,500 each
- Other members of Supervisory Board: CZK 66,500 each

In Prague, 24 June 2013  
UNIPETROL, a.s.  
Reg. Announc. No. 16/2013