

Explanatory report

Explanatory Report, prepared in accordance with the provisions of Section 118(4) letters (b),(c),(e) and (j) and (5) letters (a) through (k) of Act No. 256/2004 Coll., Act on Conducting Business on Capital Market, as amended.

Information on the breakdown of the equity of UNIPETROL, a.s.

The breakdown of the Company's equity as of 31 December 2014 (in millions of CZK) is as follows:

Share capital	18,133
Statutory reserves	1,719
Revaluation reserve	503
Retained earnings	6,331
Total equity	26,686

The Company's share capital amounts to CZK 18,133,476,400 and is distributed among 181,334,764 ordinary bearer shares with the nominal value of CZK 100. The shares are issued in book-entry form and are listed.

Information on restrictions on transferability of securities

The transferability of the Company's securities is not restricted.

Information on significant direct and indirect shareholdings in company

Significant direct or indirect shareholdings in the Company are as follows:

- PKN ORLEN S.A. – direct shareholding in the amount of 62.99%,
- J&T Group¹ - shareholding (direct or indirect) in the amount of 23.70%.

Unipetrol was informed that as of 17 June 2013 (decisive day for the ordinary General Meeting in 2013) the company Poštová banka, a.s. owned 6.56% share of share capital, and thereby of voting rights, and NEEVAS INVESTMENT LIMITED owned 5.11% share of share capital, and thereby of voting rights.

Unipetrol was informed that as of 18 March 2014 PAULININO LIMITED increased its share in the total number of votes at the Shareholders' Meeting of UNIPETROL, a.s. from 0.00% to 23.70%. From these votes, 7.81% votes were held directly by PAULININO LIMITED and 15.89% votes were counted in accordance with § 122 Act on Business Activities on the Capital Market, no. 256/2004 Coll.

Unipetrol was informed that as of 19 March 2014 PAULININO LIMITED increased its share of votes held directly at the Shareholders' Meeting of UNIPETROL, a.s. from 7.81% to 17.97% and decreased its share of votes counted in accordance with § 122 Act on Business Activities on the Capital Market, no. 256/2004 Coll. from 15.89% to 5.73%. The total number of votes at the Shareholder's Meeting of UNIPETROL, a.s. held by PAULININO LIMITED remained unchanged.

Unipetrol was informed that as of 19 March 2014 the company NEEVAS INVESTMENT LIMITED decreased its share in the total number of votes at the Shareholders' Meeting of UNIPETROL, a.s. from 6.19% to 1.69%.²

Until the end of 2014 and during 2015 up to the Annual Report closing date, Unipetrol was not informed about any other change of stake in the share capital.

¹ As of 19 March 2014 (last available data) - According to notification received on 31 March 2014 J&T Group holds 23.70% share of votes through following companies: PAULININO LIMITED, EGNARO INVESTMENTS LIMITED, LEVOS LIMITED, LCE COMPANY LIMITED, NEEVAS INVESTMENT LIMITED, UPRECHT INVESTMENT LIMITED, MUSTAND INVESTMENT LIMITED.

² For more on the announcements listed above see regulatory announcement no. 9/2014 available on Unipetrol's website: <http://www.unipetrol.cz/en/InvestorRelations/RegulatoryAnnouncements/Pages/Change-in-share-of-voting-rights-of-UNIPETROL.aspx>

Unipetrol has no other shareholder whose stake in the share capital of the Company, and thereby of voting rights, exceeds 5%.

Information on owners of securities with special rights

None of the Company's securities have any special rights attached to them.

Information on restriction on voting rights

The voting rights attached to Company's individual shares and/or to a certain amount of the Company's shares are not restricted in any manner.

Information on agreements between shareholders which may result in restrictions on transferability of shares and/or voting rights

The Company is not aware of the existence of any agreements between the Company's shareholders which may result in restrictions on the transferability of the Company's shares and/or voting rights attached to the shares.

Information on special rules on election and recall of members of board of directors and amendment of articles of association

Members of the Board of Directors are elected and recalled by the Supervisory Board. A decision on amendment to the Company's articles of association requires the consent of a special majority consisting of two thirds of the votes of the shareholders present at the General Meeting. No special rules governing the election and recall of the members of the Board of Directors and/or amendment to the articles of association apply.

Information on special powers of the Board of Directors

Members of the Board of Directors do not have any special powers; in particular, they have been not granted by the General Meeting authority to adopt a decision on an increase of the Company's share capital, on acquisition by the Company of its own shares or another decision of such type.

Information on significant agreements connected with change of control over company as result of takeover bid

The Company is not a party to any significant agreement which will enter into effect, change and/or cease to exist in the event of change of control over the Company as result of a takeover bid.

Information on agreements binding company in connection with takeover bid

No agreements have been concluded between the Company and the members of its Board of Directors which would bind the Company to render performance in the event that the position of a member of the Company's Board of Directors is terminated in connection with a takeover bid.

No agreements have been concluded between the Company and its employees that would bind the Company to render performance in the event that the employment of an employee is terminated in connection with a takeover bid.

Information on option schemes for shares

The Company does not have implemented any schemes on the basis of which the Company's employees or members of its Board of Directors would be entitled to acquire shares or other participation securities in the Company, or options on such securities or other rights thereto, under advantageous terms.

Information about payments for mineral extraction rights to the state

The issuer does not carry on business in the mining industry. The issuer makes no payments to the State for mining rights.

Information about decision-making procedures and the composition of the company's governing body and supervisory body

The Board of Directors is the issuer's governing body. Its position, remit, composition, decision-making and other basic rights and obligations, and also procedural rules, are contained in art. 12–14 of the company's Articles of Association and in the Board of Director's rules of procedure.

The company's Articles of Association in the current version are available on the company's website at www.unipetrol.cz.

The Supervisory Board is the issuer's supervisory body. Its position, remit, composition, decision-making and other basic rights and obligations, and also procedural rules, are contained in art. 15–17 of the company's Articles of Association and in the Supervisory Board's rules of procedure.

The Supervisory Board shall set up the following committees:

- a) The Staff and Corporate Governance Committee
- b) The Strategy and Finance Committee

(hereinafter referred to collectively as "Supervisory Board Committees").

The composition of the Supervisory Board Committees was following (as of 31 December 2014):

ad a) Krystian Pater (chairman), Bogdan Dzudzewicz (vice-chairman), Zdeněk Černý, Rafał Sekuła

ad b) Sławomir Robert Jędrzejczyk (chairman), Ivan Kočárník, Piotr Kearney, Piotr Chelmiński (vice-chairman)

The position, remit, composition, decision-making and also the procedural rules of the Supervisory Board's Committees are contained in art. 16–17 of the company's Articles of Association and in the Committees' rules of procedure.

In 2009, the company set up an Audit Committee. The position, remit, composition and decision-making are described in chapter VII. Audit Committee.

Information about the General Meeting's decision-making and basic remit

The General Meeting's position and remit and also the procedural issues concerning the General Meeting are provided for in art. 8–11 of the company's Articles of Association.

Information about corporate governance codes

The governance and management of Unipetrol Group follows the recommendations of the Corporate Governance Code, which is based on OECD Principles, the provisions of which the company satisfies in all material respects.

The Code is available, for example, on the Czech National Bank website.

Information about the principles and procedures of internal controls and about the rules related to the financial reporting process

The basic accounting policies set out in the International Financial Reporting Standards and in the Group's internal standards are described in the Notes to the Consolidated and Non-consolidated Financial Statements. The Company established its internal regulations in accordance with the Act on Accounting and set up the organizational norms in such a way as to maximize control and limit the possibility of mistakes. In the area of reporting the company implemented the automated system for data transfer from the accounting software to the reporting applications. The reporting applications (SW HYPERION) contain a control system ensuring the correctness of the data sent whether for creation of the internal monthly management reports or creation of quarterly consolidated and non-consolidated financial statements. Accounting policies and principles are subject to both internal and external audit. In 2009 the company set up an Audit Committee.

The Company has an Internal Audit Department which provides independent assurance audit services to Unipetrol Group.

In 2014 the Internal Audit Department performed audits in the following areas in accordance with the plan approved by the Board of Directors and Audit Committee of UNIPETROL, a.s.:

- Quality management
- Maintenance management
- Safety of work
- Spare parts management
- Sale of heavy fuel oils
- Fuel stations management
- Hedging of crude oil prices
- Procurement
- Human resources (HR)