
**RULES OF PROCEDURE
OF THE ORDINARY GENERAL MEETING OF
UNIPETROL, A.S.
HELD ON 7 JUNE 2017**

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 Commercial Companies and Cooperatives (Business Corporations Act) (hereinafter referred to as 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**”) shall proceed, the manner in which shareholder rights shall 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 (“**Civil Code**”). In case of any ambiguity in interpretation of provisions hereunder, or if a situation not regulated by generally binding legal regulations, the Company Articles of Association, or these Rules of procedure occurs, the Chairman of the General Meeting shall decide, in accordance with principles set forth by law, on further course of the General Meeting.-
2. For the purpose of these Rules of Procedure, the term “shareholder” shall also mean a representative of a shareholder or a person registered in the records of investment securities as a trustee or as a person authorized to perform rights attached to the share (shares) as applicable.
3. For the purpose of these Rules of procedure the term “Chairman of the General Meeting” shall also include, as applicable, a person authorized to steer the General Meeting until election of the Chairman and in case the Chairman of the General Meeting is not elected, also the Board of Directors or a person designated by the Board of Directors

Art. 2

1. For the shareholder registration at the General Meeting a registration point is set up, registering the shareholders on the attendance list, issuing identification cards containing the identification number and ballots with the same identification number to the shareholders. By signing the attendance list the shareholder confirms receiving the ballots and the identification card with identification number filled in. If the shareholder loses the identification card, the registration centre shall re-issue the card at any time 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 carried out 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 returning the identification card at the registration centre, shall be considered present. During the registration, if a shareholder arrives after opening of the General Meeting, his arrival time shall be recorded.
4. For registration purposes, the registration centre shall verify the identity of the shareholders and their authorisation to participate in the General Meeting and shall take over the relevant documents (particularly powers of attorney and excerpts from the Commercial Registry).

5. Prior to opening of the General Meeting, the registration centre shall prepare a protocol on the General Meeting's quorum. The quorum protocol shall be prepared in connection with every voting on each resolution of the General Meeting.
6. Whenever leaving the meeting room, the shareholder must return his identification card and ballots at the registration centre and will receive them back when the shareholder returns to the meeting room. The shareholder shall confirm this by signature, otherwise he shall be considered present at the General Meeting. The registration centre shall make a note of the identification of the shareholder and duration of his absence from the General Meeting.

Art. 3

1. The General Meeting shall be opened by a member of the Company's Board of Directors, authorised by the Board of Directors, and he shall chair the meeting until the Chairman of the is elected. The authorised member of the Board of Directors shall have the same position as the Chairman of the General Meeting.
2. The General Meeting shall decide on matters which are included into the agenda, as per the Invitation. Any matter not included in the Invitation may be decided only in case all the Company shareholders agree to that.
3. In the opening part, the General Meeting shall elect:
 - Chairman of the General Meeting,
 - Minutes clerk,
 - Minutes verifiers, and
 - Persons appointed to count votes casted (hereinafter referred to as "**Scrutators**").
4. Proposal of the Company Board of Directors for election of the Chairman of the General Meeting, minutes clerk, minutes verifier(s) and scrutators shall be voted in a single vote.
5. In situation where the Chairman of the General Meeting is not elected, the Board of Directors or a person appointed by the Board of Directors shall chair the General Meeting.
6. Requests for explanation (hereinafter referred to as "**Inquires**"), proposals, counterproposals and protests can be submitted by shareholders in writing on a discussion note or orally, on invitation of the Chairman of the General Meeting. Discussion notes must include the identification number of the shareholder concerned (from the identification card), the company name, the corporate name or name and last name of the shareholder (in case of proxy, also the name and last name of the proxy) and a signature of the shareholder or a proxy. In the heading, the shareholder must mark whether the shareholder submits an Inquiry, proposal, counterproposal 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 identification card. In case the shareholder wants to submit his Inquiry, proposal, counterproposal or protest orally, he shall, after a call by the Chairman of the General, ask for a permission to speak by raising his hand. The shareholder shall further state his identification number (from the identification card), the company name, the corporate name or the name and last name of the (in case of proxy, also the name and last name of the proxy), the point of the agenda of the General Meeting he wants to address and whether the shareholder submits an Inquiry, proposal, counterproposal or a protest, and then present the relevant Inquiry, proposal, counterproposal or protest. If the oral request does not contain these requisites, the Chairman of the General Meeting shall try to complete the missing parts. If the Chairman of the General Meeting is unable to confirm whether a request was submitted by an authorized person, such request may not be considered.
7. The Information Centre shall mark the time of receipt on the discussion notes and hand them over to the Chairman of the General Meeting, who shall ensure that all Inquiries, proposals, counterproposals and protests are presented to the General Meeting.
8. The following rules apply to the presentation and handling of Inquiries, proposals, counterproposals and protests:

- a) *Inquiries*: the Chairman of the General 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) *proposal and counterproposals*: the Chairman of the General Meeting shall present all proposals and counterproposals pertaining to the point of the General Meeting's agenda currently under discussion or invite the shareholders to present their proposal or counterproposal orally. Voting shall be carried out in order as per Article 4 sec. 3 hereof.
 - c) *protests*: the Chairman of the General Meeting shall present any protest submitted or invite the shareholders to present their protest orally.
9. To make the course of the General Meeting more effective, shareholder shall be limited by a ten (10) minutes period to present an Inquiry, proposal, counterproposal or protest.
10. All Inquiries regarding Report of the Company's Board of Directors on Business Activities of the Company and State of Its Property, Related Parties Report, Explanatory Report prepared pursuant to Section 118 (9) of Capital Market Business Act, Report on the results of activities of the Supervisory Board, position of the Supervisory Board to the review of the ordinary separate financial statements, the ordinary consolidated financial statements and proposal of the distribution of profit, position of the Supervisory Board to the conclusions of review of the Related Parties Report and proposal of the auditor for appointment by the General Meeting and the Report of the Audit Committee on results of its activities shall be submitted (in case submitted orally) and answered only after presentation of all of these reports, statements, proposal and standpoint.
11. Before proceeding with each voting, the Chairman of the General Meeting shall verify whether the quorum of General Meeting is established, read, where applicable, ensure that relevant proposal or counterproposal of resolution to be voted on is read, announce the majority required to approve such proposal or counterproposal, announce the number of the voting ballot to be voted with and the opening and subsequently the closing of voting.
12. 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.
13. The Chairman of General Meeting is mainly authorized to:
- a) adopt procedural decisions regarding course of General Meeting (suspending the discussion, calling a break, giving the permission to speak etc.) necessary to duly exercise rights of the shareholders and ensuring order and compliance of the General Meeting, unless such decision falls within authority of other Company body;
 - b) subject to giving a prior warning, deprive the shareholder of right to speak in situation where his Inquiry, proposal, counterproposal or protest clearly is not necessary to consider content of matters presented at the General Meeting or exercise of the shareholder right at the General Meeting or in case the Inquiry was sufficiently answered by the Company or the Inquiry does not concern the Company or its controlled companies or the Inquiry, proposal, counterproposal or protest is clearly submitted as an abusive exercise of rights;
 - c) present Inquiry, proposal, counterproposal or protest submitted in a paper form; in situation where reading of such Inquiry, proposal, counterproposal or protest would require more than ten (10) minutes, reduce the presentation to such time or eventually refer to written form of the Inquiry, proposal, counterproposal or protest;
 - d) in case of an extensive proposal of resolution refer the shareholders to written form of such proposal provided that shareholders could duly acquaint themselves with such proposal before the General Meeting in accordance with applicable laws or provided that the proposal is projected during the course of the General Meeting;

- e) decide on making a sound record from the General Meeting to serve as a basis to prepare minutes of the General Meeting.

Art. 4

1. The General Meeting may adopt valid decisions provided that there are shareholders present owning shares with nominal value representing more than fifty per cent (50%) of the Company's registered capital.
2. Voting shall be done by using ballots which the shareholders receive at registration or during the General Meeting on the basis of instruction of the Chairman of the General Meeting. The shareholder is responsible for any abuse of the voting ballots. The shareholder shall mark the relevant answer on his ballots by putting an "X" next to the chosen answer and sign the ballot with his own hand. If using alternative ballots or ballots received during the General Meeting based on the instruction of the Chairman of the General Meeting, the shareholder must also fill in the ballot number announced by the Chairman of the General Meeting. If using ballots received during the General Meeting based on the instruction of the Chairman of the General Meeting, the shareholder must also fill in his identification numbers (from his identification card).
3. At the General Meeting, proposals submitted by the Board of Directors shall be voted first and in situation where such proposal is not approved, other proposals and counterproposals regarding the particular item of the agenda shall be voted in the order as submitted. If submitted proposal or counterproposal is approved, further counterproposals regarding the particular item are not submitted for voting.
4. Any ballots which are not signed, ballots without ballot number or with an incorrect ballot number and ballots not bearing an identification number or with an incorrect identification number are invalid. Furthermore, any ballots torn up, with writing crossed out, rewritten or otherwise damaged (i.e., with information illegible or unclear) and other voting ballots which, even when exercising good will, are unclear as regards the intention of shareholder shall also be considered invalid. If a shareholder makes a mistake when filling out a ballot, he must ask Scrutators for assistance. The shareholder shall modify the ballot in front of the Scrutators and then both the Scrutators and the shareholder shall confirm this change by signing the ballot, or the Scrutator shall replace the shareholder's ballot with a new one; to avoid any doubts, voting ballot may be corrected only before closing of voting on a particular proposal or counterproposal by the Chairman of the General Meeting. In case a voting ballot is lost, shareholder may request the Scrutators at the Registration Centre to issue a duplicate ballot. Issuing of a duplicate shall be duly recorded.
5. Once the voting ballots are collected, the Scrutators shall immediately start counting the votes. As soon as result of a voting is clear, despite the fact that final numbers concerning the votes are still not known, the Scrutators shall deliver this result to the Chairman of the General Meeting, who shall announce the result. The exact number of all votes with respect to a particular resolution shall be announced by the Chairman of the General Meeting in an appropriate time during the course of the General Meeting or eventually shall be set forth in the minutes of the General Meeting. The Chairman of the General Meeting may round the announced voting results regarding particular resolution up to one decimal place.
6. If, based on the results, a resolution on a certain point of the agenda is adopted, such point of the General Meeting agenda will no longer be discussed and the Chairman of the General Meeting shall proceed with next point of the agenda.
7. Proposal for change to Articles of Association shall be voted as a whole.
8. If the Chairman of the General Meeting decides that a sound record of General Meeting shall be made, such record serves only as a basis to prepare written minutes of the General Meeting and such record is not designated to be archived by the Company. 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.
9. The Chairman of the General Meeting shall ensure a dignified and uninterrupted course of the General Meeting. The Company and persons who are assigned tasks in relation with organizing and securing course of the General Meeting may, in accordance with generally binding legal regulations restrain from participating at the General Meeting those persons whose presence may cause threat to dignified and uninterrupted course of the General Meeting (mainly those whose acting is clearly in contradiction with decency principles) or may cause a threat to safety of participants at the General Meeting (mainly those being armed).

10. This rules of procedure of General Meeting of UNIPETROL, a.s. is applicable to General Meeting held on 7 June 2017.

Prague, 7 June 2017