1. Notice of Acceptance

This notice of acceptance ("**Notice of Acceptance**") relates to the voluntary public offer to purchase shares issued by UNIPETROL, a.s., a joint-stock company established and existing under the laws of the Czech Republic, with its registered office at Praha 4, Na Pankráci 127, PSČ 14000, Czech Republic, Identification No.: 61672190, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert No. 3020 ("**Target Company**") made by POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA, with its seat in Płock, a company established and existing under the laws of the Republic of Poland, with its registered office at ul. Chemików 7, 09-411 Plock, Republic of Poland, entered into the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, XIV Commercial Division of the National Court Register under KRS number: 0000028860 (share capital amounting to PLN 534.636.326,25, fully paid up), tax identification number (number NIP): 7740001454 ("**Bidder**"), dated 28 December 2017 and published on 28 December 2017 ("**Bid**" and "**Bid Document**"). Capitalized terms that are not defined in this Notice of Acceptance have the same meaning as the terms set forth in the Bid Document.

| INTERESTED SHAREHOLDER (natural person) |
| --- |
| Name and surname |       |
| Birth No. / NID *(substitute identification number for foreign persons assigned by the Central Depository)* |       |
| Permanent residence |       |
| Correspondence address *(if different from the permanent residence)* |       |
| Telephone No. |       |
| E-mail |       |
| Name and surname of persons entitled to act on behalf of the Interested Shareholder and their positions |       |
| INTERESTED SHAREHOLDER (legal entity) |
| Business name |       |
| Identification No. / NID *(substitute identification number for foreign persons assigned by the Central Depository)* |       |
| Registered office |       |
| Correspondence address *(if different from the permanent residence)* |       |
| Telephone No. |       |
| E-mail |       |
| Name and surname of persons entitled to act on behalf of the Interested Shareholder and their positions |       |
| INFORMATION FOR THE PURPOSE OF SETTLEMENT (natural person / legal entity) |
| Interested Shareholder’s asset account number *(in Central or Follow-Up Records in which the Offered Shares are registered)* |       |
| Information about the Central Depository Participant of the Interested Shareholder[[1]](#footnote-1) |
| * name
 |       |
| * participant’s No.
 |       |
| Settlement Date | 23 February 2018 |
| Information about Agent |
| * name
 | Česká spořitelna, a.s. |
| * participant’s No.
 | 877 |
| INFORMATION ABOUT OFFERED SHARES (natural person / legal entity) |
| ISIN | CZ0009091500 |
| Number of Offered Shares |       |
| Bid Price | CZK 380 |

**The Interested Shareholder must state its e-mail address above so that the results of the Bid may be notified to the Interested Shareholder.**

The Interested Shareholder hereby (i) declares that it has the Bid Document, has familiarised itself with its content and agrees to the terms and conditions set forth in the Bid Document and this Notice of Acceptance; and (ii) unconditionally and without reservations accepts the Bid in relation all Offered Shares as stated above and transfers such Offered Shares to the Bidder, each of them for the Bid Price, under the terms and conditions stated in the Bid Document and this Notice of Acceptance.

**This Notice of Acceptance along with all documents required by the Bid Document to be attached hereto must be delivered by standard mail, registered mail or a courier service to Česká spořitelna, a.s., útvar 8430 Back Office investičních produktů, Olbrachtova 1929/62, Krč, 140 00 Praha 4, Česká republika no later than by 5:00 p.m. CET on the last day of the Acceptance Period, i.e. 30 January 2018, in an envelope stating on its upper left corner "*Unipetrol*".**

The Interested Shareholder must deliver to its Central Depository Participant the Transfer Order with respect to the Offered Shares to be settled on the Settlement Date and must ensure that the Transfer Order is duly and timely entered by the Central Depository Participant to the Central Depository so that it may be settled on the Settlement Date.

Provided that this Notice of Acceptance is duly completed and signed in compliance with the Bid Document, accompanied with all documents required by the Bid Document and duly and timely delivered to the Agent as stated above, it is effective and constitutes due and effective acceptance of the Bid with respect to the Offered Shares ("**Effective Notice of Acceptance**"). An agreement on purchase of the Offered Shares is concluded between the Bidder as the purchaser and the Interested Shareholder as the seller as of the time when the Effective Notice of Acceptance is delivered to the Agent to the Place of Delivery ("**Share Purchase Agreement**"). The Share Purchase Agreement only becomes effective upon the Condition Precedent stated in Article 9.1 of the Bid Document being fulfilled or waived.

The sale of the Offered Shares pursuant to the effective Share Purchase Agreement will be settled on the Settlement Date based on the matching and settling of the Transfer Order with the corresponding order for purchase of the Offered Shares by the Bidder as entered by the Agent to the Central Depository, by means of a settlement process in the form of delivery versus payment in accordance with the rules of the Central Depository.

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| In |       | on |       |

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| --- | --- |
| Business name (in case of a legal entity): |       |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Signature:  |  |  | Signature:  |  |
|  |  |  |  |  |
| Name:  |       |  | Name:  |       |
|  |  |  |  |  |
| Position:  |       |  | Position:  |       |

1. List of CSD Prague Participants: https://www.cdcp.cz/index.php/en/participants/participants-list [↑](#footnote-ref-1)