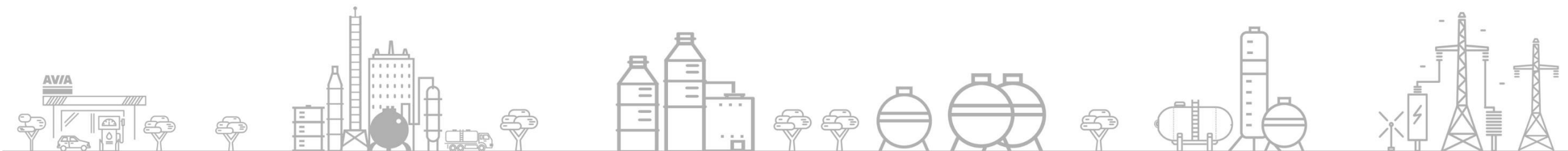




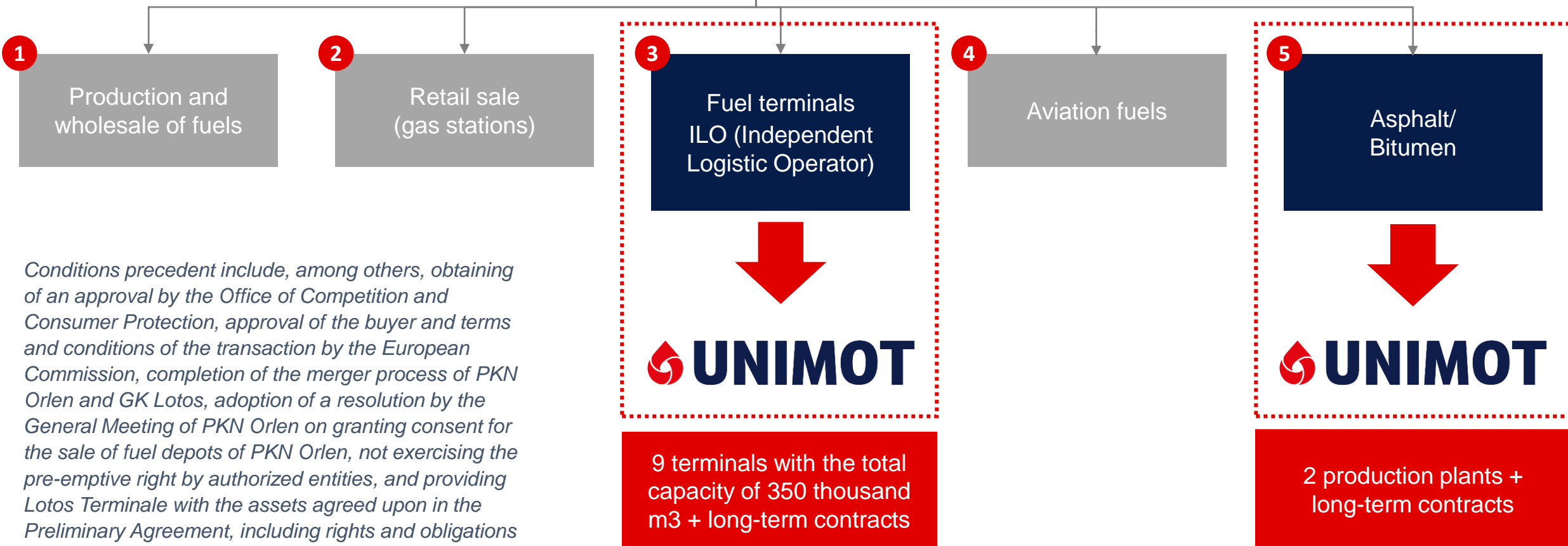
Conclusion of a preliminary agreement for the purchase of the company LOTOS Terminale S.A., including an independent logistics operator business as well as production and sale of bitumens

Project implemented within the framework of remedial solutions imposed on PKN Orlen and Lotos Group
by the European Commission

12.01.2022



OBJECT OF THE TRANSACTION



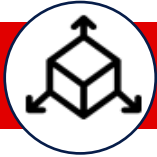
Conditions precedent include, among others, obtaining of an approval by the Office of Competition and Consumer Protection, approval of the buyer and terms and conditions of the transaction by the European Commission, completion of the merger process of PKN Orlen and GK Lotos, adoption of a resolution by the General Meeting of PKN Orlen on granting consent for the sale of fuel depots of PKN Orlen, not exercising the pre-emptive right by authorized entities, and providing Lotos Terminale with the assets agreed upon in the Preliminary Agreement, including rights and obligations allowing for uninterrupted operations after closing of the Transaction.



PREMISES FOR EXECUTION OF THE TRANSACTION



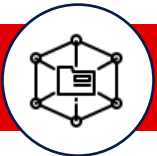
Using an investment opportunity to increase the operation scale of UNIMOT Group



Diversification of revenues and acquisition of fixed assets



Supplementation of the value chain and the related competences



Multiple business synergies with the current operations of UNIMOT Group



Positive forecasts for consumption of bitumen products in the nearest future

TRANSACTION STRUCTURE



100%

UNIMOT INVESTMENTS

1.

Incurring a debt to pay the price and CAPEX in the assets taken over

3

Planned merger with Lotos Terminale S.A.

2 *Purchase of shares*

Assets taken over

Lotos Terminale S.A.

Organized part of the enterprise PKN Orlen (4 terminals)

100%

100%

Lotos Infrastruktura S.A.

LOTOS SPV II Sp. z o.o. (Bitumens)

100%

RCEkonergia Sp. z o.o.

Consortium of Financing Banks:

- mBank
- Bank Pekao
- PKO BP

- The Transaction is performed by SPV UNIMOT Investments Sp. z o.o., which contracts a debt for the Transaction
- Next, the SPV is merged with the assets taken over, so-called *push debt down*
- The debt is repaid from operational activities of the assets merged

KEY PARAMETERS OF THE TRANSACTION

Estimated commitment of the Group in the transaction:
min. PLN 450 million*

The amount also includes the earn-out mechanism – a surcharge depending on future results achieved by the business areas taken over, according to the schedule agreed by the parties



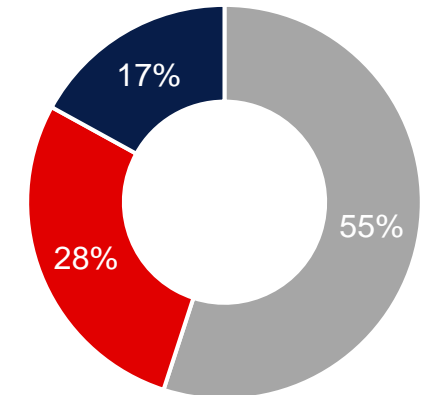
Financing:

1. own
2. external: **PLN 360 million**

- **A 10-year contract** for supply of raw materials for production of bitumens, ensuring a significant participation in the prospective infrastructure development market
- **A 10-year contract for storage of fuels** from PKN ORLEN

Restrictions for the current majority shareholder of UNIMOT S.A. to drop below 51% of shares in the company

Expected EBITDA structure of UNIMOT Group after the transaction



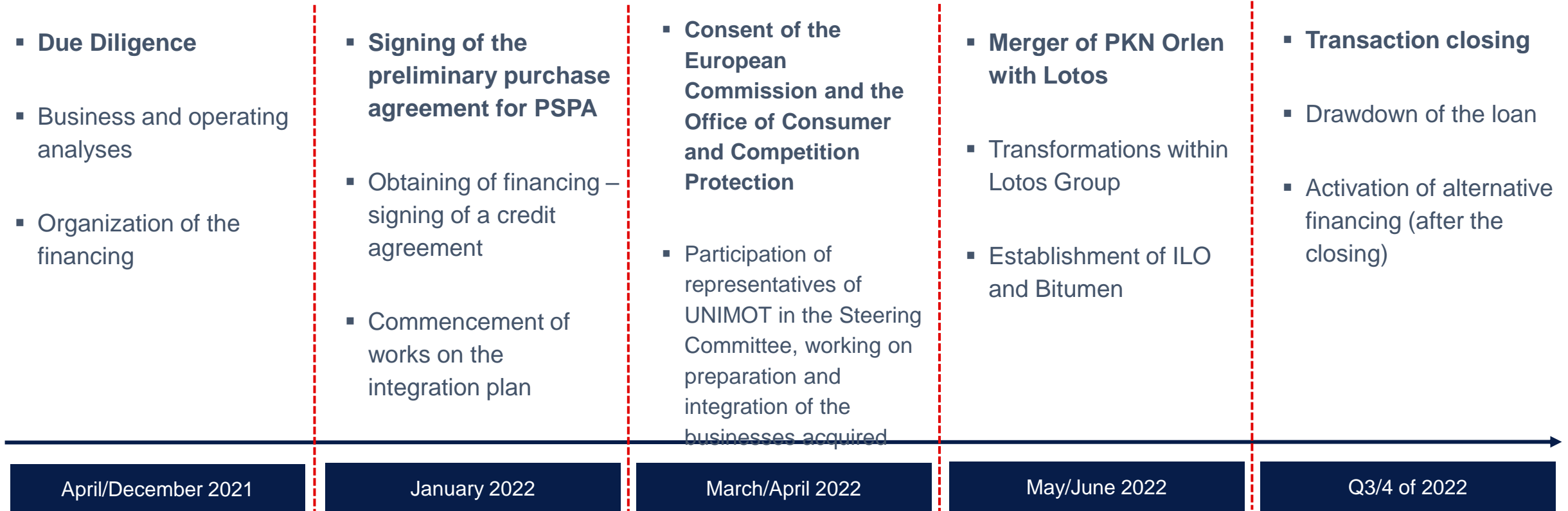
- Previous business of UNIMOT Group
- ILO business
- Bitumen business

According to estimates of the Management Board, the businesses taken over will generate about 70-100 million PLN of EBITDA annually in the next several years

* The minimum value, considering the pricing mechanism and the value of investments which UNIMOT has undertaken to finance in the near future.



TRANSACTION SCHEDULE



UNIMOT Group has a suitable team of experts in the business areas taken over as well as in individual legal and organizational aspects of the transaction. Also, renowned advisors have been employed.

Fuel terminals



FUEL TERMINALS – ASSETS TAKEN OVER



Terminals/Assets*	Capacity
Poznań	10 thousand m3
Piotrków Trybunalski	3 thousand m3 <i>Expansion to 11 thousand m3</i>
Czechowice Dziedzice	199 thousand m3
Rypin	1.6 thousand m3
Lotos Infrastruktura Jasło	90 thousand m3
* RCEkoenergia	

Terminals	Capacity
Gdańsk	17.8 thousand m3
Gutkowo	12.8 thousand m3
Bolesławiec	10.6 thousand m3
Szczecin	9 thousand m3
Szczecin Diesel in construction	45 thousand m3
Szczecin Jet in construction	10 thousand m3

The seller intends to contract **1/3 of the terminal capacity for the period of 10 years**, which ensures **stability of revenues** in the coming years of the business taken over.

Within the scope of the transaction, **contracting of 1/3 of the capacity** is also expected within the framework of a contract with the **future buyer of the refinery in Gdańsk**.

Currently, 9 terminals with the total capacity of **350 thousand m3**, with expansion to **410 thousand m3**

UNIMOT Group plans a reconstruction of the terminal in Piotrków Trybunalski and replacement of energy sources at RCEkoenergia, which has been taken into account in the valuation.

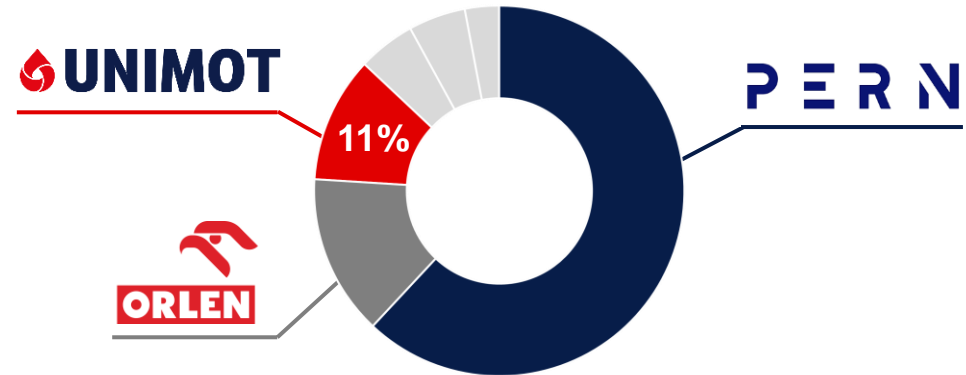
UNIMOT AFTER THE TRANSACTION

UNIMOT's logistics network in Poland after the transaction



Most of the depots are well located considering the main fuel outlets in Poland. In the case of depots located at some distance from the „market” (Gutkowo, Jasło), they face lower competition from other depots. Combined with the present UNIMOT's logistics network, this ensures the total coverage of the domestic market by the company.

The expected structure of the capacity market and the operating processing*



The third player on the market in terms of size (11% of the market)

The only independent (not controlled by the State Treasury) and private entity of significance on the market, having at its disposal a chain of depots in good locations, with the geographic coverage of the major part of the country

The expected positive impact of regulations in terms of a change in storage proportions of petroleum and liquid fuels as well as qualitative requirements and fulfilment of the National Index Target (increased importance of fuel blending)

* In terms of volume



BENEFITS GAINED AFTER THE PURCHASE OF LOTOS TERMINALE ASSETS

UNIMOT Group: a larger scale and efficiency of the business

1. **Additional diversified revenues** from fuel storage services and bitumen sales
2. **Supplementation of own value chain:** wholesale trade, **storage and logistics**, retail sale on gas stations
3. **Increased flexibility** of operations, allowing to dynamically respond to changing demand on the market
4. **Possibility to increase the fuel volume** through increase of the number of fuel depots and a better logistic coverage – a denser distribution chain
5. Significant **cost synergies**:
 - Independent blending on selected stations which allow it
 - Optimization of logistics expenses

ILO TARGET →

A fully functional managerial organism within the UNIMOT Group

- Operationally efficient
- Profitable
- Transparent



Bitumen infrastructure



BITUMEN INFRASTRUCTURE – ASSETS TAKEN OVER

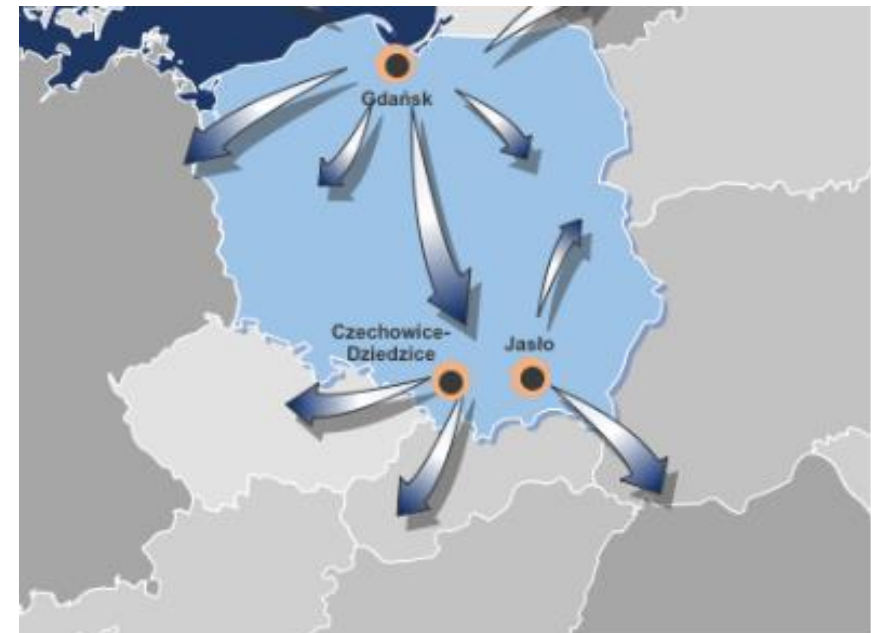
Bitumen production and distribution locations taken over


	Czechowice-Dziedzice	Jasło
Modified bitumens	●	●
Road bitumens	●	●
Industrial bitumens		●

● distribution ● production and distribution

A part of the transaction is also a **10-year contract** (with possibility of extension) for supply of 500 thousand tons of raw material for bitumen production

Strategy of the bitumen business being taken over



 Distribution directions of LOTOS Asphalt products

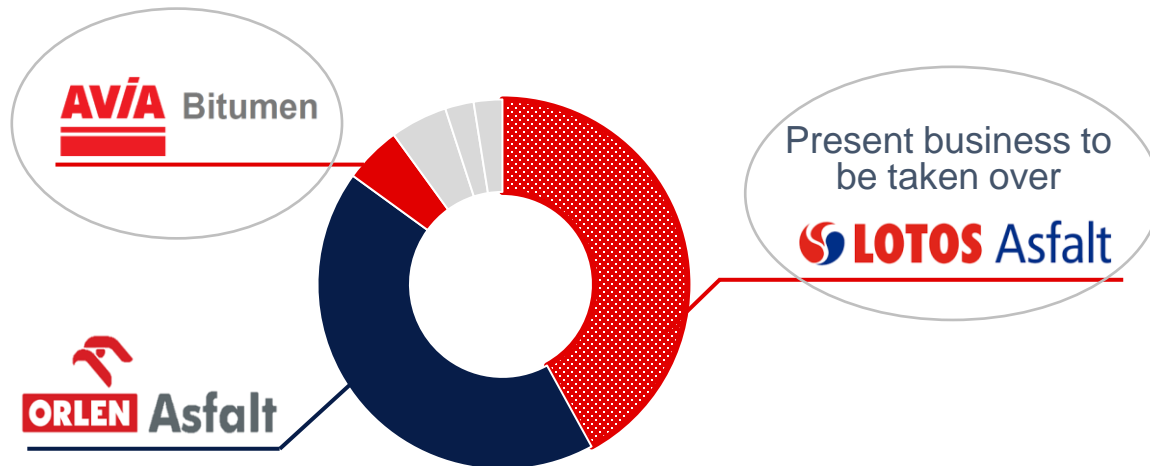
[source: own study by LOTOS Asfalt]



UNIMOT AFTER THE BITUMEN BUSINESS TAKING OVER TRANSACTION

After summing up current volumes of AVIA Bitumen and Lotos Asphalt, UNIMOT Group will hold **about 47%*** of the **bitumen market in Poland** and will become the market leader. Due to the availability of bitumens within the framework of the supply contract, the Group can be **player no. 2** on the market.

The current structure of the bitumen market in Poland



1.

Know-how expansion through combination of competences of employees from the bitumen business taken over in the scope of production, storage, sales and marketing, together with the trading, sales and marketing section of UNIMOT Group

2.

Development of the R&D area in order to fulfil future regulations and market expectations

3.

Development of exports with simultaneous maintenance of imports in order to supplement the product portfolio and the geographical coverage



THE TRANSACTION IN THE LIGHT OF UNIMOT'S SUSTAINABLE DEVELOPMENT

Consequent lowering of the carbon footprint in executed projects



Renewable energy sources

Photovoltaic farm projects and respective competences held by UNIMOT Group at Tradea company will allow it to use green energy in production

Increased ability to blend biocomponents of the 2nd generation

Own capacities will allow the Group to blend various biocomponents of the 2nd generation due to the increased flexibility and possibility to independently decide about the management of capacities

Low-emission bitumens

The Group assumes development of the bitumen production towards innovative and more durable products which lower gas emissions into the atmosphere

Modernisation of depots

The Group is planning to continue the started modernisation of fuel depots, taking environmental issues into account




UNIMOT
after the transaction

3rd largest

independent player
on the fuel logistics
market in Poland

2nd largest

independent player
on the fuel wholesale
market in Poland

2nd most

significant player on
the bitumen market in
Poland

Doubled

size of the
organization*

Supplementation of the value chain and the related competences

Multiple **business synergies**

Higher **cost efficiency**

Higher **debt in return for the increased scale**



FULL CONTENTS OF THE PUBLISHED CURRENT REPORT

12 January 2022

Conclusion of a preliminary agreement to purchase 100% of shares in LOTOS Terminale Spółka Akcyjna, including the business of an independent logistics operator as well as production and sales of bitumens, together with a loan agreement for the financing of the transaction

The Management Board of UNIMOT S.A. with its registered office in Zawadzkie ("Company", "Issuer") hereby informs that its wholly owned subsidiary, that is Unimot Investments Sp. z o.o. with its registered office in Warsaw ("Buyer" or "Unimot Investments"), signed on 11 January 2022 a preliminary agreement with the company Grupa LOTOS Spółka Akcyjna with its registered office in Gdańsk ("Seller", "GK Lotos") for the purchase of 100% of shares entitling to 100% of votes at the general meeting ("Shares") of the company LOTOS Terminale Spółka Akcyjna with its registered office in Czechowice-Dziedzice ("Lotos Terminale") ("Preliminary Agreement") ("Transaction").

The Transaction takes place within the framework of a series of disinvestments conducted by Polski Koncern Naftowy Orlen S.A. ("PKN Orlen"), as provided for in the remedies set forth in the conditional decision of the European Commission of 14 June 2020 on taking control by PKN ORLEN over GK LOTOS ("Remedies").

The Shares shall be purchased by the Buyer as a result of signing of the final agreement for the purchase of Shares ("Final Contract"), after fulfilment of a series of conditions precedent and at the moment of payment of the price, which shall be determined according to the mechanism described in the following part of the report ("Price").

The aim of the Transaction is entering by the capital group of the Issuer into the business of an independent logistic fuel operator based on its own infrastructure ("ILO Business") and production of modified bitumen, together with further development of trade in bitumen products ("Bitumen Business"). Assets related to those Businesses shall be ultimately contributed to the company Lotos Terminale prior to signing of the Final Contract.

The ILO Business shall include 9 fuel terminals with the total current capacity of 350 thousand m³, including five terminals currently owned by Lotos Terminale: in Czechowice-Dziedzice, Jasło, Piotrków Trybunalski, Poznań and Rypin, as well as four terminals currently owned by PKN Orlen: in Bolesławiec, Szczecin, Gutkowo and Gdańsk. After completion of development works being currently conducted, the storage capacity will increase up to 410 thousand m³. As a result of the Transaction, the capital group of the Issuer will become the third player on the fuel storage market (after PERN and PKN Orlen) in terms of volume. In addition, after completion by PKN Orlen of modernization and expansion of the marine terminal in Szczecin, the Issuer will have about 10 thousand m³ of capacity dedicated to aircraft fuel and 40 thousand m³ dedicated to diesel fuel. The Bitumen Business shall encompass bitumen production plants in Jasło and Czechowice-Dziedzice, separated from the company Lotos Asphalt Sp. z o.o., together with the sales department, as well as a ten-year contract for supplies by the Seller of bitumens products and raw materials for their production in the amount of up to 500 thousand tons annually, thanks to which the capital group of the Issuer will become the second player on the bitumen market in terms of volume.

The price has been agreed, among others, based on valuations prepared by financial advisors as well as internal analyses, and shall be adjusted by the value of the net debt and the movement in the working capital as of the day of closing of the Transaction. Considering the given mechanism of determining the price and the value of the investments which the Buyer has undertaken to finance, the estimated commitment of the Buyer in the Transaction in the nearest future will amount to at least 450 million PLN. The Transaction shall be executed after fulfilment of all the necessary conditions for completion of the merger process between PKN Orlen and GK Lotos, including non-exercising of the preemptive right by authorized entities.

The agreement provides for a series of securities for performance of mutual obligations of the Parties, which are standard for transactions of that kind, in particular regarding the Buyer's obligation not to sell the Shares purchased as well as shares in subsidiary companies of Lotos Terminale throughout the period of 10 years after closing of the Transaction, except from exemptions from the established lock-up and subject to the preemptive right for the benefit of the Seller, as well as the change of control clause, obliging the owners – Mr Adam Sikorski and his family, to maintain control by holding at least 50% of the capital and votes in UNIMOT S.A. secured with the right to repurchase shares in Lotos Terminale by the Seller (so called "call option") throughout the period of 15 years after closing of the Transaction.

Together with the Preliminary Agreement, a series of agreements have been concluded or their conditions have been agreed upon, ensuring continued operation of the assets taken over and their functioning within the agreed parameters after separation from GK Lotos and PKN Orlen. Among others, within the framework of the ILO Business, a ten-year contract for provision by Lotos Terminale of fuel storage services for the benefit of PKN Orlen, was concluded, and within the framework of the Bitumen Business, a contract for the use of the rights to the trademark MODBIT and rights to the production technology for bitumen products. After closing of the Transaction, the purchased assets shall also include the companies RCEkoenergia Sp. z o.o. with its registered office in Czechowice-Dziedzice, and Lotos Infrastruktura S.A. with its registered office in Jasło, both fully controlled by Lotos Terminale and providing media and infrastructure supply services.

The Buyer shall finance the Share purchase transaction as well as expenditure related to modernization and expansion of the terminal in Piotrków Trybunalski using own means of the Issuer as well as bank financing based on the loan agreement ("Loan Agreement") which has been entered into by Unimot Investments (as loan borrower) with mBank S.A., Powszechna Kasa Oszczędności Bank Polski S.A. and Bank Polska Kasa Opieki S.A. (jointly "Banks") (as lenders) in the total amount of 360 million PLN.

The Loan Agreement includes, among others, bridge financing, repayable within 12 months after the closing of the Transaction, secured by a registered pledge on the block of 1,250,000 shares owned by Zemadon Ltd. The bridge financing shall be repaid in the manner specified in the Loan Agreement, without excluding the possibility to obtain means from a public issue of the Issuer's shares. The remaining financing provided for in the Loan Agreement has been granted for the period of up to 6 years. Apart from the security in form of a registered pledge, the agreement includes standard security provisions, including a civil law guarantee of UNIMOT S.A. for some of the credit facilities. The Loan Agreement also provides for a lack of possibility to pay dividends at least in the current year, which will impact the previous dividend policy of UNIMOT Group.

The acquisition fits into the strategy of diversifying revenue sources and expanding own value chain, as planned in the business Strategy of UNIMOT Group for the years 2018-2023. Thanks to taking over of the ILO Business and the Bitumen Business, the operations scale of the Group will increase significantly, and the businesses taken over will have a large impact on the consolidated financial result of the Issuer. According to preliminary estimates of the Management Board, supported by internal and external analyses – the impact of the business taken over on consolidated EBITDA of the Issuer after closing of the transaction can in the first several years amount to about 70-100 million PLN EBITDA annually.

If the conditions for business rentability, as specified in the Agreement, are met, the Seller shall receive additional remuneration in the future as a surcharge for the Seller in amounts depending on results achieved within the framework of the so-called earn-out mechanism.

The Issuer considers the aforementioned information confidential due to its strategic nature, as well as the significant impact of the Transaction on the debt level and the level of future financial results.

The Issuer informs that within the scope concerning conclusion of the Preliminary Agreement, together with executory agreements, this current report constitutes confidential information, the disclosure of which has been delayed until 11 January 2022 pursuant to art. 17 section 4 MAR. The abovementioned confidential information is delayed until PKN Orlen completes the works aimed at implementation of the Remedies.

In the Issuer's opinion, the delay in providing the aforementioned confidential information, at the moment of making the decision on the delay, met the conditions determined in MAR and in the guidelines of the European Securities and Markets Authority of 20 October 2016 concerning the delay in disclosure of confidential information:

- Immediate disclosure of the information on conclusion of the Preliminary Agreement and executory agreement bore the risk of violation of legally justified interests of the Issuer and its capital group through a possible negative impact on the possibility to complete the works aimed at implementation of the Remedies by the Seller and PKN Orlen, which would have a direct negative impact on the possibility of executing the Transaction by the Buyer. In the Company's opinion, disclosure of the information on conclusion of the Preliminary Agreement could impact the course of negotiations with parties to other agreements, conducted by the Seller and PKN Orlen and, therefore, on exclusion of the possibility to meet the primary condition for the Preliminary Agreement coming into effect, in form of completion of the works aimed at implementation of the Remedies, being the basic condition for obtaining the Commission's consent for the concentration.
- Making the information on conclusion of the Preliminary Agreement public before completion of the works aimed at implementation of the Remedies, and, therefore, exclusion of the possibility to meet the basic condition for the Preliminary Agreement coming into effect, could cause inappropriate assessment of the information and its potential impact on the value of the Issuer's shares by the public. In the Issuer's opinion, there were no premises indicating that the delay in disclosing the Confidential Information could mislead the public opinion.
- Confidentiality of the delayed Confidential Information was ensured in particular through internal procedures concerning information flow and protection, implemented on the level of the Issuer's capital group, as well as procedures of handling delayed confidential information.¹⁶



This presentation has been prepared by Unimot S.A. for the benefit of its shareholders, analysts and other stakeholders, solely for information purposes, and does not constitute a purchase or sales offer or an offer aimed at obtaining a purchase or sales offer for any securities or instruments. This presentation does not constitute an investment recommendation or an offer to provide any service.

The data included in the presentation have been presented with due diligence, however, it must be noted that some of the data come from external sources and have not been independently verified. With regard to the extensive nature or reliability of the information presented in the Presentation, no assurances or representations can be made. The Company is not liable for any decisions made based on the information and opinions provided in the presentation.

Unimot S.A. hereby informs that in order to obtain binding information on the potential transaction presented in this material and its consequences for the Capital Group of the Issuer, one must familiarize oneself with the current ESPI report no. 2/2022 of 12 January 2022, published by the Issuer in accordance with the binding provisions of the Polish law.



INVESTOR RELATIONS UNIMOT S.A.

e-mail: gielda@unimot.pl

