

**Resolution No. 1/04/2023
of the Supervisory Board of UNIMOT S.A. (the "Company")
of 20 April 2023**

on: Adoption of the Report of the Supervisory Board

§ 1

1) The Supervisory Board of the Company, acting pursuant to § 20 item 2 letter c of the Company's Articles of Association and § 3 item 2 letter b-c of the Regulations of the Supervisory Board, hereby adopts, for submission to the Ordinary General Meeting, the Report of the Supervisory Board comprising:

- (a) Report on the activities of the Supervisory Board in the 2022 financial year,
- (b) Assessment of the Company's situation in the 2022 financial year, including the assessment of the internal control system and the system for managing the risks relevant to the Company,
- (c) Assessment of the Company's Annual Financial Statements for the 2022 financial year,
- d) Evaluation of the Annual Consolidated Financial Statements for the financial year 2022,
- e) Evaluation of the Management Board's Report on the Company's activities for the financial year 2022,
- f) Evaluation of the Management Board's Report on the Group's activities for the financial year 2022,
- g) Evaluation of the Management Board's proposal on the distribution of profit for the financial year 2022.

2) The report of the Supervisory Board referred to in point 1 is attached as **Appendix No. 1** to this resolution.

§ 2

The resolution shall enter into force on the date of its adoption.

§3

The resolution was adopted by open vote.

..... persons participated in the voting. There were "FOR", ..0... "AGAINST", ..0...
"ABSTAINED" votes cast.

Signatures of the Supervisory Board Members


Andreas Golombek
Przewodniczący Rady Nadzorczej

Bogusław Satława
Wiceprzewodniczący Rady
Nadzorczej



Piotr Cieślak
Członek Rady Nadzorczej

Piotr Prusakiewicz
Członek Rady Nadzorczej



Ryszard Budzik Członek
Rady Nadzorczej

Lidia Banach - Hoheker
Członek Rady Nadzorczej

Isaac Querub
Członek Rady Nadzorczej

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Ryszard Budzik
Członek Rady Nadzorczej

Podpis jest prawidłowy
Dokument podpisany przez Lidia Anna Banach-
Hoheker
Data: 2023.04.20 12:42:18 CEST
Lidia Banach – Hoheker
Członek Rady Nadzorczej

Isaac Querub
Członek Rady Nadzorczej

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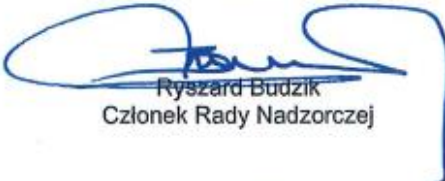
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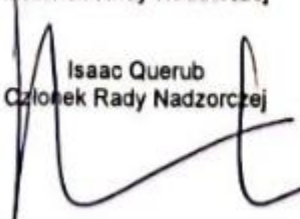
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Członek Rady Nadzorczej



REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2022 AND ASSESSMENT OF THE COMPANY'S SITUATION, STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS, THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S ACTIVITIES, THE MANAGEMENT BOARD'S REPORT ON THE ACTIVITIES OF THE CAPITAL GROUP AND THE MANAGEMENT BOARD'S PROPOSAL ON THE ALLOCATION OF PROFIT FOR THE FINANCIAL YEAR 2022

I. REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2022

1. Composition of the Supervisory Board.

The composition of the Company's Supervisory Board from 1 January 2022 to 31 December 2022 was as follows:

- Andreas Golombek - Chairman of the Supervisory Board,
- Bogusław Satława - Vice Chairman of the Supervisory Board,
- Piotr Cieślak - Member of the Supervisory Board,
- Isaac Querub - Member of the Supervisory Board,
- Piotr Prusakiewicz - Member of the Supervisory Board,
- Ryszard Budzik - Member of the Supervisory Board,
- Lidia Banach - Hoheker - Member of the Supervisory Board.
-

2. Composition of the Audit Committee.

There is an Audit Committee functioning within the Supervisory Board. The Audit Committee of the Supervisory Board for the period from 1 January 2022 to 31 December 2022 operated with the following composition: - Piotr Cieślak - Chairman of the Audit Committee, - Piotr Prusakiewicz - Member of the Audit Committee, - Ryszard Budzik - Member of the Audit Committee, - Lidia Banach - Hoheker - Member of the Audit Committee.

The Supervisory Board concludes that the Company and the Unimot Group comply with the regulations on the appointment, composition and operation of the audit committee, including that its members meet the independence criteria and the requirements to have knowledge and skills in the industry in which the issuer operates and in accounting or auditing. In the 2022 financial year, the Audit Committee performed the tasks envisaged for the audit committee in the applicable regulations and reported on its activities.

3. Form and procedure of supervision executed by the Supervisory Board.

The Supervisory Board exercised constant supervision over the Company's activities. In order to properly perform its functions, the Supervisory Board was in constant contact with the Management Board of the Company and actively participated in all matters relevant to the Company's operations. In accordance with the provisions of the Commercial Companies Code and the Company's Articles of Association, and with a view to the Company's day-to-day interests, the Supervisory Board held meetings, discussing the Company's current issues and adopting relevant resolutions. In 2022, the Supervisory Board held a total of five meetings (including remote meetings) on the following dates:

- 4 April 2022,
- 23 May 2022,
- 31 August 2022,
- 19 October 2022,
- 15 November 2022.

4. Scope of work of the Supervisory Board in the reporting period.

During the reporting period, the Supervisory Board monitored and discussed with the Management Board the overall situation of the Company, in particular the financial results of the Company and the Group (annual, half-yearly, quarterly), the situation of the Company's operating business segments, and the development plans for new business segments. In addition to formal meetings, the activities of the Supervisory Board also focused on supporting the Management Board by participating in working meetings and consultations, particularly in connection with the armed conflict in Ukraine. In the first weeks after the outbreak of the conflict, the Supervisory Board monitored and discussed the current situation of the Company in the face of this crisis at regular weekly joint teleconferences with the Company's Management Board. During the reporting period, the Supervisory Board adopted resolutions on matters provided for in the Company's articles of association, in particular resolutions concerning:

- Approval of the acquisition of Lotos Terminale S.A. and the conclusion of a loan agreement to finance the acquisition and other transaction costs;
- Bonus and bonus scheme for the Company's Management Board Members;
- Presentation to the General Meeting of the results of the evaluation of the annual financial statements for 2021 and the evaluation of the Management Board's proposal on the allocation of the Company's profit for 2021;
- Adoption of the Supervisory Board's Activity Report for 2021;
- Consideration of the Supervisory Board's Report on the remuneration of the Company's Management Board and Supervisory Board for 2021;
- Opinion on the resolutions of the Company's Ordinary General Meeting;
- Consent to the conclusion of an agreement with the subsidiary Unimot Paliwa sp. z o.o. of the agreement for the transfer of an organised part of the Company's enterprise;
- Consent to the amendment of the loan agreement for the financing of the acquisition of Lotos Terminale S.A. shares and the related establishment of collateral;
- Selection of the statutory auditor to audit the Company's financial statements in the following financial years;
- Amendment of the Company's Internal Audit Charter and adoption of the Internal Audit Quality Assurance and Improvement Programme.

II. EVALUATION OF THE COMPANY'S SITUATION IN THE FINANCIAL YEAR 2022

The Supervisory Board has a positive assessment of the Company's financial position, and the Board has formed its assessment based on the regular reports presented to the Supervisory Board and the Audit Committee at meetings and outside meetings. In the Supervisory Board's opinion, the Company carried out its sales plans as intended in this reporting year, despite the macroeconomic perturbations related to the state of the COVID epidemic and the war in Ukraine and the rupture of some of its existing supply chains, recording significant increases in the revenue parameters of its core business segments and successfully developing fuel exports. The Company also continued its development ventures in building the AVIA franchise station chain. In FY2022, the Company continued the project for the acquisition of logistics and bitumen assets of GK LOTOS and PKN Orlen - a transaction as part of the implementation by Polski Koncern Naftowy Orlen S.A. of a number of divestments provided for in the remedies set out in the European Commission's conditional decision on the concentration involving PKN Orlen's acquisition of control over GK Lotos.

At the Company, the internal control and risk management system consists of all the solutions developed and implemented by the Company's management and staff, in particular the risk protection and compliance assessment mechanisms embedded in the Company's business processes. The Company has an internal audit function operating in accordance with the Internal Audit Charter approved by the Board. The systemic internal control solutions implemented strengthen the control mechanisms in place at the Company. In the opinion of the Supervisory Board, the current internal control system is adapted to the range of risks associated with the Company's operations.

III. EVALUATION OF THE STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2022

Pursuant to article 382 § 3 of the Code of Commercial Partnerships and Companies. and § 20(2)(a) of the Company's Articles of Association, the Supervisory Board reviewed and evaluated the Company's financial statements for the financial year 2022. The Supervisory Board evaluated the Company's financial statements consisting of:

- The Company's Standalone Statements of Financial Position showing a balance sheet total of PLN 711,927 thousand;
- The Company's Standalone Statements of Total Revenues showing a net profit of PLN 117,288 thousand;
- The Company's Standalone Statements of Cash Flows showing a net cash flow from operating activities of PLN 316,090 thousand;
- The Company's Standalone Statements of Changes in Equity showing an equity level of PLN 432,921 thousand.

The Supervisory Board, guided by its own findings and by the statutory auditor's opinion and report on the audit of the standalone financial statements, positively assesses the report in question with regard to its compliance with the books, documents and facts. The Board concludes that the submitted report has been prepared in accordance with the applicable legal regulations, in particular in accordance with the provisions of the Accounting Act, and fairly reflects the financial and economic situation of the Company.

IV. EVALUATION OF THE MANAGEMENT REPORT ON THE COMPANY'S ACTIVITIES FOR THE FINANCIAL YEAR 2022

Pursuant to Article 382 § 3 of the Commercial Companies Code and § 20(2)(a) of the Company's Articles of Association, the Supervisory Board has reviewed and assessed the Management Board's report on the Company's operations for the financial year 2022. The Supervisory Board positively assesses the report in question in terms of its compliance with the books, documents and facts. The report in question presents a correct picture of the development and achievements as well as the financial and asset situation of Unimot S.A..

V. EVALUATION OF THE MANAGEMENT BOARD'S PROPOSAL FOR THE ALLOCATION OF PROFIT FOR THE FINANCIAL YEAR 2022

The Supervisory Board, acting on the basis of Article 382 § 3 of the Code of Commercial Partnerships and Companies, gives a positive opinion on the proposal of the Management Board concerning the distribution of profit for the financial year 2022 and recommends that the Ordinary General Meeting adopts a resolution on the subject in line with the proposal of the Management Board.

VI. EVALUATION OF THE UNIMOT S.A. GROUP'S FINANCIAL STATEMENTS IN THE FINANCIAL YEAR 2022

Pursuant to Article 382 § 3 of the Commercial Companies Code and the Company's Articles of Association, the Supervisory Board has reviewed and evaluated the financial statements of the UNIMOT Group for the financial year ended 31 December 2022. The Supervisory Board, guided by its own findings and by the statutory auditor's opinion and report on the audit of the aforementioned financial statements, positively assesses the said report in terms of its compliance with the books, documents and facts. The Board concludes that the submitted report has been prepared in compliance with the applicable legal regulations, in particular in accordance with the provisions of the Accounting Act, and reliably reflects the financial and economic situation of the UNIMOT capital group.

VI. EVALUATION OF THE MANAGEMENT BOARD'S REPORT ON THE UNIMOT S.A. GROUP'S ACTIVITIES IN THE FINANCIAL YEAR 2022

Pursuant to Article 382 § 3 of the Code of Commercial Companies and the Company's Articles of Association, the Supervisory Board positively assesses the report in question in terms of its compliance with the books, documents and facts. The report in question presents a correct picture of the development and achievements as well as the financial and asset situation of the Unimot S.A. capital group. In connection with principle 2.11.5 of the Code of Best Practice for WSE2021, which provides for the Board's assessment of the Company's expenditure on supporting social organisations, the Board considered the expenditure incurred in the reporting year for the aforementioned purposes to be reasonable.

VIII. CONCLUSIONS

The Supervisory Board, taking into account the results of the assessment of the financial statements, the report of the Management Board on the Company's activities in 2022, and also having regard to the overall conditions in which the Company operated in 2022, as well as having read the opinion of the Company's statutory auditor, proposes to the Ordinary General Meeting of Unimot S.A. to:

- a) approve the Company's financial statements for the financial year 2022,
- b) approve the Management Board's report on the Company's activities for the financial year 2022,
- c) approve the UNIMOT Group's financial statements for the financial year 2022,
- d) approve the Management Board's report on the UNIMOT Group's activities for the financial year 2022,
- e) adopt a resolution on the allocation of profit for the financial year 2022 in accordance with the proposal of the Company's Management Board, and
- f) grant a discharge to the Company's Management Board Members for the performance of their duties in 2022.

Signatures of the Supervisory Board Members:

Andreas Golombek
Przewodniczący Rady Nadzorczej



Piotr Prusakiewicz
Członek Rady Nadzorczej

Bogusław Satiawa
Wiceprzewodniczący Rady
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Isaac Querub
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Signed by /
Podpisano przez:

Andreas Martin
Golombek

Date / Data: 2023-
04-20 12:38

Andreas Golombek
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Podpis jest prawidłowy
Dokument podpisany przez Lidia
Anna Banach-Hoheker
Data: 2023.04.20 16:42:07 CEST
Lidia Banach - Hoheker
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A large, stylized handwritten signature in blue ink, appearing to be 'Isaac Querub', is written over the printed name and title of the same individual.