

# MINUTES

The Meeting was opened at 12.00 by the Vice-Chairman of the Supervisory Board, Mr Bogusław Satława, who stated that the Ordinary General Meeting of the Company under the name Unimot Spółka Akcyjna, based in Zawadzkie, had been convened by the Management Board to be held on that day at 12.00, and then proposed the election of the Chairman of the Meeting.-----

Mr Mariusz Kowolik was put forward as Chairman of the General Meeting and agreed to stand; the General Meeting therefore adopted the following resolution: -----

**Resolution No. 1  
of the Ordinary General Meeting  
of Unimot Spółka Akcyjna  
of 29 June 2022**

concerning: the election of the Chairman of the Meeting-----

§ 1.

The Annual General Meeting of Unimot S.A., with its registered office in Zawadzkie, elects Mr Mariusz Kowolik as Chairman of the General Meeting. -----

§ 2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5 840 383 votes were cast in favour, 0 against and 0 abstentions; the resolution was therefore adopted.-----

The Chairman ordered the drawing up of the attendance list, signed it and stated that: The Ordinary General Meeting was convened pursuant to Article 4021 of the Code of Commercial Companies, through an announcement made on the Company's website and in the manner prescribed for the submission of current information in accordance with the provisions on public offering and conditions for the

introduction of financial instruments into the organised trading system and on public companies, i.e. included in the Company's current report number 25/2022 of 2 June 2022, supplemented in accordance with the Company's current report number 26/2022 of 8 June 2022 in connection with the request of shareholder Unimot Express sp. z o.o. with its registered office in Warsaw concerning the inclusion of an additional item on the agenda of the Annual General Meeting, that the Meeting is attended by Shareholders or their duly authorised representatives representing a total of 5,490,383 shares carrying 5,840,383 votes, and that the Meeting is duly held and is capable of adopting valid resolutions, as set out in the agenda, which includes:

1. opening of the Annual General Meeting of the Company, -----
2. election of the Chairman of the Ordinary General Meeting of the Company, -----
3. confirmation of the correctness of the convening of the Ordinary General Meeting of the Company and its capacity to adopt resolutions, -----
4. consideration of the annual financial statements of the Company, the consolidated annual financial statements of the UNIMOT Capital Group, the report of the Management Board on the activities of Unimot S.A. and the UNIMOT Capital Group for 2021 and the proposal of the Management Board concerning the distribution of profit for the financial year 2021, -----
5. consideration of the report of the Supervisory Board on the results of the assessment of the Company's situation and the financial statements for the financial year 2021, the financial statements of the UNIMOT Capital Group for the financial year ended 31 December 2021, the report of the Management Board on the activities of the Company and the UNIMOT Capital Group for the year 2021 and the proposal of the Management Board concerning the distribution of profit for the financial year 2021, as well as the report on the activities of the Supervisory Board of the Company in the year 2021, -----
6. adoption of a resolution on approval of the annual financial statements of Unimot S.A. for 2021, -----
7. adoption of a resolution on the approval of the financial statements of the UNIMOT Group for the financial year 2021, -----
8. adoption of a resolution on the approval of the report of the Management Board on the activities of Unimot S.A. and the UNIMOT Capital Group for the year 2021, -----
9. adoption of a resolution on the distribution of profit for the financial year 2021, -----
10. adoption of resolutions on granting a vote of acceptance to the members of the Management Board of Unimot S.A. in 2021, -----

11. adoption of resolutions on granting a vote of acceptance to the members of the Supervisory Board of Unimot S.A. in 2021, -----
12. adoption of a resolution giving an opinion on the report of the Supervisory Board on the remuneration of the members of the Management Board and the Supervisory Board for the year 2021. -----
13. adoption of a resolution confirming the application of the "Good Practices of Companies Listed on the Warsaw Stock Exchange 2021, -----
14. adoption of a resolution on granting consent to the disposal of an organised part of the enterprise, -----
15. adoption of a resolution on a material change of the Company's operation and amendments to the Articles of Association regarding the Company's objects, -----
16. adoption of a resolution on the adoption of the consolidated text of the Articles of Association of the Company, -----
17. adoption of a resolution amending the resolution of the General Meeting of 3 June 2020 fixing the remuneration of the members of the Supervisory Board,-----
18. closing of the meeting. -----

The Chairman of the Ordinary General Meeting also indicated that pursuant to Art. 4065 of the Commercial Companies Code, the Company provides the Company's shareholders with the opportunity to participate in this Ordinary General Meeting of the Company and to exercise their voting rights by means of electronic communication, and therefore this Ordinary General Meeting is broadcast in real time, real-time two-way communication is provided for all persons attending this Annual General Meeting, therefore they may speak in the course of the General Meeting while in a location other than the venue of this Annual General Meeting and exercise their voting rights in person or by proxy before or during the General Meeting. -----

The Chairman announced that one proxy of one shareholder is participating in this General Meeting of the Company by means of electronic communication. The Chairman further informed that there were no doubts as to the identification of the proxy of the shareholders who participate in this General Meeting of the Company by means of electronic communication. -----

The Chairman of the Annual General Meeting proposed that the content of the draft resolutions to be voted on at this Annual General Meeting of the Company should not be read out, as the full wording of the draft resolutions had been made

available to the participants of this Meeting on the Company's website. As there were no objections from the participants of the Ordinary General Meeting of the Company, this procedure was adopted. -----

-Subsequently, the Ordinary General Meeting adopted the following resolutions:

**Resolution No. 2  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: approval of the annual financial statements of Unimot S.A. for 2021 -----

§1.

The Ordinary General Meeting of Unimot S.A., with its registered office in Zawadzkie, acting pursuant to Article 395 § 2 item 1 of the Code of Commercial Partnerships and Companies, having familiarised itself with the results of the assessment carried out by the Supervisory Board (contained in the report of the Supervisory Board), approves the financial statements of Unimot S.A. for the period from 1 January to 31 December 2021, which comprise: -----

- the Company's standalone statements of financial position, -----
- standalone statements of profit or loss and other comprehensive income showing a net profit of PLN 72,045,726.70 gr, -----
- standalone statements of cash flow -----
- standalone statements of changes in equity,-----
- explanatory notes. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- the vote was 5,838,846 in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted. -----

**Resolution No. 3**  
**of the Ordinary General Meeting**  
**of the Ordinary General Meeting of Shareholders of Unimot S.A. with its**  
**registered office in Zawadzkie**  
**of 29 June 2022**

on: approval of the financial statements of the UNIMOT Group for the financial year 2021- -----

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Article 395 § 2 item 1 of the Code of Commercial Companies, having familiarised itself with the results of the evaluation carried out by the Supervisory Board (contained in the report of the Supervisory Board), approves the financial statements of the UNIMOT Capital Group for the financial year 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- the vote was 5,838,846 in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted. -----

**Resolution No. 4**  
**of the Ordinary General Meeting**  
**of the Ordinary General Meeting of Shareholders of Unimot S.A. with its**  
**registered office in Zawadzkie**  
**of 29 June 2022**

on: approval of the Management Board's report on the activities of Unimot S.A. and the Unimot Group for 2021-----

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Article 395 § 2 item 1 of the Code of Commercial Companies, having familiarised itself with the results of the evaluation carried out by the Supervisory Board (contained in the report of the Supervisory Board), approves the

Management Board's report on the activities of Unimot S.A. and the Unimot Group in the period from 1 January to 31 December 2022. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- the vote was 5,838,846 in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted. -----

**Resolution No. 5  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: distribution of profit for the financial year 2021 -----

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Article 395 § 2 item 2 of the Code of Commercial Companies, having familiarised itself with the results of the evaluation carried out by the Supervisory Board (contained in the report of the Supervisory Board), acting pursuant to art. 395 § 2 item 2 of the Commercial Companies Code, resolves to allocate the non-consolidated net profit of Unimot S.A. generated in the financial year 2021 in the amount of PLN 72,045,726.70 gr to the Company's supplementary capital. -----

§ 2

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- 5 840 383 votes were cast in favour, 0 votes against and 0 abstentions, the

resolution was therefore adopted.-----

**Resolution No. 6  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Adam Sikorski -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Adam Sikorski, President of the Management Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 7  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Robert Brzozowski -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and

Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Robert Brzozowski, Vice-President of the Management Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 8  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Marek Moroz -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Marek Moroz, Vice-President of the Management Board for Financial Affairs, confirming discharge of his duties for the period from 1 January to 24 March 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----



in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 9  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Filip Kuropatwa-----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Filip Kuropatwa, Vice-President of the Management Board for Financial Affairs, confirming discharge of his duties for the period from 24 March to 31 December 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 10  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Mikołaj Wierzbicki -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Mikołaj Wierzbicki, Vice-President of the Management Board for Strategy and Development of the Capital Group Affairs, confirming discharge of his duties for the period from 1 January to 30 June 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 11  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Piotr Cieślak-----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Piotr Cieślak, Member of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----

- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 12  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Isaac Querub -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Isaac Querub, Member of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 13  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Piotr Prusakiewicz -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Piotr Prusakiewicz, Member of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 14  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Bogusław Satława-----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Bogusław Satława, Vice-President of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of

shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537  
abstentions; the resolution was therefore adopted.-----

**Resolution No. 15  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Ryszard Budzik-----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Ryszard Budzik, Member of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537  
abstentions; the resolution was therefore adopted.-----

**Resolution No. 16  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Andreas Golombek-----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Andreas Golombek, President of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 31 December 2021.-----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 17  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mr Dariusz Formela -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mr Dariusz Formela, Member of the Supervisory Board, confirming discharge of his duties for the period from 1 January to 20 May 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of

shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537  
abstentions; the resolution was therefore adopted.-----

**Resolution No. 18  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: granting a vote of acceptance to Mrs Lidia Banach-Hoheker -----

§1.

Acting pursuant to article 395 § 2 item 3 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie resolves to grant a vote of acceptance to Mrs Lidia Banach-Hoheker, Member of the Supervisory Board, confirming discharge of her duties for the period from 20 May to 31 December 2021. -----

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- in a secret ballot 5,838,846 votes were cast in favour, 0 against and 1,537 abstentions; the resolution was therefore adopted.-----

**Resolution No. 19  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: adopting a resolution giving an opinion on the Supervisory Board's report on the

remuneration of the members of the Management Board and the Supervisory Board of Unimot S.A. for the year 2021 -----

§1.

Acting pursuant to Article 395 § 2<sup>1</sup> of the Code of Commercial Companies and Article 90g(6) of the Act of 29.07.2005 on Public Offering and the Conditions for Introducing Financial Instruments to Organised Trading and on Public Companies, taking into account the auditor's assessment of the Supervisory Board's report on the remuneration of the members of the Management Board and the Supervisory Board of Unimot S.A. for the year 2021, the Ordinary General Meeting of Unimot S.A. expresses its positive opinion on the abovementioned Supervisory Board's report. ---

§2.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----  
- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- the vote was 5,818,836 in favour, 21,547 against and 0 abstentions; the resolution was therefore adopted. -----

**Resolution No. 20  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: confirmation of the application of the "Code of Best Practice for WSE Listed Companies 2021" -----

Acting pursuant to article 395 § 5 of the Code of Commercial Partnerships and Companies, the Annual General Meeting of Unimot S.A., based in Zawadzkie, confirms the application of the "Best Practices for WSE Listed Companies 2021" to the extent specified in the declaration of the Company's Management Board published on 30 July 2021. -----



The chairman of the General Meeting stated that:-----  
- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----  
- total number of valid votes is 5 840 383, -----  
- 5 840 383 votes were cast in favour, 0 votes against and 0 abstentions, the resolution was therefore adopted.-----

**Resolution No. 21  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

***on approval of the sale of an organised part of an enterprise***

**§ 1**

The Ordinary General Meeting of Shareholders of the company under the business name UNIMOT joint-stock company with its registered office in Zawadzkie (hereinafter: "the Company"), acting pursuant to article 393 item 3 of the Commercial Companies Code and § 13 item e) of the Company's Articles of Association, resolves as follows: -----

1. The Annual General Meeting of the Company hereby approves the disposal by the Company of an organised part of the Company's enterprise, i.e. an organisationally and financially separate set of tangible and intangible assets, including liabilities, in the Company's existing enterprise, used by the Company to conduct its fuel trading business, excluding the fuel trading business segment within the petrol station chain being developed under the AVIA brand and the natural gas trading business segment (hereinafter: "**OPC**", "**OPC Business**", respectively), including in particular, but not limited: -----

- 1) the areas separated from the Company's organisational structure and the employees assigned to them who perform tasks within the subject matter of the OPC Business, as well as the rights and obligations towards those employees, -
- 2) rights to movable property, including equipment, in particular equipment used in the OPC Business, and fixed assets used in the OPC Business,-----

- 3) rights arising from contracts with OPC's contractors serving the OPC Business, -----
- 4) rights under other contracts serving the OPC Business, -----
- 5) know-how and business secrets of the OPC Business, -----
- 6) documents relating to the conduct of the activity in the scope of the OPC Business, -----
- 7) debts owed by business partners relating to the OPC Business that relate to and arise from the OPC Business, -----
- 8) debts relating to and arising from the OPC Business, in particular debts owed to contractors relating to OPC, other debts relating to OPC. -----

**§2**

- 1. The Company shall dispose of the OPC by making a contribution in kind to a 100% (one hundred per cent) subsidiary of the Company, i.e. Unimot Paliwa Sp. z o.o. with its registered office in Zawadzkie, holding the following KRS number: 0000501430 (hereinafter: "**UP**") in connection with the increase of UP's share capital, to cover the shares taken up by the Company in the increased share capital of UP. -----
- 2. Along with the acquisition of OPC by UP, UP shall take over the relevant part of the Company's workplace related to the OPC Activity, within the meaning of Article 231 of the Act of 26 June 1974 - Labour Code. -----

**§3**

In order to ensure that the OPC is disposed of as described above, the Annual General Meeting authorises the Company's Management Board to take all actions necessary to dispose of the OPC, in particular, but not exclusively, to:

- 1) to determine a detailed list of the components comprising the OPC as at the date of transfer; -----
- 2) determine the value of the OPC for the purpose of making a contribution in kind to UP,
- 3) to determine the date and detailed terms of the contribution in kind of the OPC and to conclude the contribution in kind agreement on terms at the discretion of the Management Board, -----
- 4) to determine (in agreement with UP) the number and nominal value of shares to be taken up by the Company in UP in exchange for the contribution in kind in the form of OPC and to take up shares in the increased share capital of UP, -----
- 5) To perform all acts in connection with the transfer to UP of a part of the Company's workplace related to the OPC Business within the meaning of Article 231 of the Act of 26 June 1974 - Labour Code, -----

6) Perform all other factual and legal acts and make all other declarations in order to execute this resolution and effectively transfer the OPC to UP. -----

**§ 4**

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- 5 840 383 votes were cast in favour, 0 votes against and 0 abstentions, the resolution was therefore adopted.-----

**Resolution No. 22  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

***on a material change to the Company’s operation and an amendment to the  
Articles of Association with regard to the objects of the Company***

Given that: -----

- 1) The Board of Directors of the Company adopted Resolution No. 1/05/2022 on 11 May 2022 on the amendment of Resolution No. 1/8/2019 of 6 August 2019 on the spin-off of the Organised Part of the Company's business. -----
- 2) On 29 June 2022, the Annual General Meeting adopted resolution no. 21 on consenting to the disposal of the Organised Part of the Company's business, pursuant to which, inter alia:-----
  - a. The Annual General Meeting of the Company approved the disposal by the Company of an organised part of the Company's enterprise, i.e. an organisationally and financially separate set of tangible and intangible assets, including liabilities, in the Company's existing enterprise, used by the Company to conduct its fuel trading business, excluding the fuel trading business segment within the petrol station chain being developed under the AVIA brand and the natural gas trading business segment (hereinafter: "**OPC**", "**OPC Business**", respectively).-----

- b. The disposal of the OPC will be performed by making a contribution in kind to a 100% (one hundred per cent) subsidiary of the Company, i.e. Unimot Paliwa Sp. z o.o. with its registered office in Zawadzkie, holding the following KRS number: 0000501430 (hereinafter: "**UP**") in connection with the increase of UP's share capital, to cover the shares taken up by the Company in the increased share capital of UP. -----
- c. The Ordinary General Meeting authorised the Management Board, inter alia, to determine a detailed list of the components comprising the OPC, to determine the value of the OPC for the purpose of making a contribution-in-kind to UP, to determine the date and detailed terms and conditions for making the contribution-in-kind of the OPC and to conclude a contribution-in-kind agreement on terms and conditions at the discretion of the Management Board, to determine (in agreement with UP) the number and nominal value of shares to be taken up by the Company in UP in exchange for the contribution-in-kind of the OPC and to take up shares in the increased share capital of UP. -----
- d. The sale of the OPC involves an actual, significant change in the Company's object of activity, which intends to significantly reduce the scope of its current operating activities in the area of fuel trading, delegating tasks in this area to UP, and after the sale of the OPC the Company will perform holding functions for the remaining companies of the capital group, focusing its activities on the management of the capital group headed by the Company.-----

The Ordinary General Meeting of Shareholders of the company under the business name UNIMOT joint-stock company with its registered office in Zawadzkie adopts the following resolution:

### **§ 1**

The Ordinary General Meeting of Shareholders of UNIMOT joint-stock company with the registered office in Zawadzkie (hereinafter referred to as "**the Company**"), acting pursuant to art. 430 §1 in connection with art. 416 § 1-3 and art. 417 §4 of the Commercial Companies Code in connection with § 15 par. 7 of the Company's Articles of Association, on condition that the Company sells an organised part of the Company's enterprise, i.e. an organised part of the Company's enterprise, i.e. a set of tangible and intangible assets, organisationally and financially separated from the existing enterprise of the Company, including liabilities serving the Company to conduct operations in the field of fuel trading, excluding the fuel trading segment

within the developed petrol station chain under the AVIA brand and the segment related to natural gas trading, by way of a contribution in kind to Unimot Paliwa spółka z ograniczoną odpowiedzialnością with its registered office in Zawadzkie, holding KRS no: 0000501430, in accordance with the resolution of the General Meeting of Shareholders No. 21 of 29 June 2022, on the basis of the authorisation granted in that resolution, resolves as follows: -----

The Ordinary General Meeting of Shareholders of the Company, in connection with the planned significant reduction by the Company of the scope of its operating activities in the area of fuel trading and in connection with the intention to concentrate the Company's activities on performing holding functions for the other companies of the capital group headed by the Company and on managing the capital group, decides on a significant change of the subject of the Company's activities and amends the Articles of Association of the Company so that **§5 of the Articles of Association of the Company, receives the following new wording:** -----

„§ 5 According to the Polish Classification of Business Activities, the Company's activities are as follows:

- 06.10.Z Mining of crude oil, -----
- 06.20.Z Mining of natural gas, -----
- 09.10.Z Service activities incidental to oil and natural gas exploitation, -----
- 09.20.Z Oil and gas exploration, -----
- 19.20.Z Manufacture and processing of refined petroleum products, -----
- 20.11.Z Manufacture of industrial gases, -----
- 20.59.Z Manufacture of other chemical products n.e.c, -----
- 25.29.Z Manufacture of other tanks, reservoirs and containers of metal, -----
- 27.33.Z Manufacture of installation equipment, -----
- 32.99.Z Manufacture of other products n.e.c, -----
- 33.11.Z Repair and maintenance of fabricated metal products, -----
- 33.12.Z Repair and maintenance of machinery, -----
- 33.19.Z Repair and maintenance of other machinery and equipment, -----
- 33.20.Z Installation of industrial machinery, equipment and fixtures, -----
- 35.11.Z Electricity generation, -----
- 35.12.Z Transmission of electricity, -----
- 35.13.Z Distribution of electricity, -----
- 35.14.Z Trade in electricity, -----
- 35.21.Z Electricity trade, -----
- 35.21.Z Production of gas fuels, -----
- 38.11.Z Gathering of non-hazardous waste, -----
- 38.21.Z Treatment and disposal of non-hazardous waste, -----
- 38.31.Z Dismantling of non-hazardous waste, -----

38.31.Z Dismantling of waste products, -----

41.20.Z Construction work for residential and non-residential buildings, -----

43.13.Z Excavation and geological-engineering work, -----

43.22.Z Plumbing, heat, gas and air-conditioning installation work, -----

45.11.Z Wholesale and retail trade services of cars and vans, -----

45.19.Z Wholesale and retail trade services of other motor vehicles, except motorbikes, -----

45.31.Z Wholesale trade services of parts and accessories of motor vehicles, except motorbikes, -----

45.32.Z Retail trade services of parts and accessories of motor vehicles (excluding motorbikes), -----

45.40.Z Wholesale and retail trade services of motorbikes, repair and maintenance of motorbikes and wholesale and retail trade services of related parts and accessories, -----

46.12.Z Activities of agents involved in the sale of fuels, ores, metals and industrial chemicals, -----

46.14.Z Activities of agents involved in the sale of machinery, industrial equipment and aircraft, -----

46.18.Z Activities of agents specialising in the sale of other specified goods, -----

46.19.Z Activities of agents involved in the sale of a variety of goods, -----

46.49.Z Wholesale trade services of other household articles, -----

46.69.Z Wholesale trade services of other machinery and equipment, -----

46.71.Z Wholesale trade services of solid and liquid fuels and related products, -----

46.73.Z Wholesale trade services of wood, construction materials and sanitary equipment, -----

46.75.Z Wholesale trade services of chemical products, -----

46.76.Z Wholesale trade services of other intermediate products, -----

46.77.Z Wholesale trade services of waste and scrap, -----

46.90.Z Non-specialised wholesale, -----

47.11.Z Retail sale in non-specialised shops with food, beverages and tobacco predominating, -----

47.25.Z Retail sale of alcoholic and non-alcoholic beverages conducted in specialized shops, -----

47.30.Z Retail sale of fuel for motor vehicles at service stations, -----

47.64.Z Retail sale of sports goods conducted in specialized shops, -----

47.78.Z Retail sale of other new goods in specialized shops, -----

47.91.Z Retail sale via mail order houses or via the Internet, -----

49.41.Z Freight transport by road, -----

52.10.A Warehousing and storage of gaseous fuels, -----

52.10.B Warehousing and storage of other goods, -----

52.21.Z Service activities incidental to land transportation, -----  
52.22.A Service activities incidental to maritime transportation, -----  
52.22.B Service activities incidental to inland transportation, -----  
52.24.A Cargo handling at sea ports, -----  
52.24.B Cargo handling at inland ports, -----  
52.24.C Cargo handling at other transshipment points, -----  
56.10.A Restaurants and other fixed food service establishments, -----  
56.10.B Mobile food service establishments, -----  
58.19.Z Other publishing, -----  
64.19.Z Other monetary intermediation, -----  
64.91.Z Financial leasing, -----  
64.92.Z Other credit granting, -----  
64.99.Z Other financial intermediation, -----  
64.99.Z Other financial service activities, n.e.c., excluding insurance and pension  
funds, -----  
52.21.Z Service activities incidental to land transportation, -----  
68.20.Z Rental and management of own or leased real estate, -----  
68.31.Z Real estate agency, -----  
68.32.Z Management of real estate on a fee or contract basis, -----  
77.11.Z Renting and leasing of cars and vans, -----  
77.12.Z Renting and leasing of other motor vehicles, excluding motorbikes, -----  
77.21.Z Renting and leasing of recreational and sports equipment, -----  
77.39.Z Renting and leasing of other machinery, equipment and tangible goods n.e.c,  
35.23.Z Trade in gaseous fuels in the network system, -----  
69.20.Z Accounting and book-keeping activities; tax consultancy, -----  
77.40.Z Leasing of intellectual property and similar products, except for  
works protected by copyright, -----  
85.59 B Other non-school forms of education, n.e.c, -----  
64.20.Z Activity of holding companies, -----  
66.19.Z Other activities auxiliary to financial services, except insurance and pension  
funds, -----  
70.10.Z Activities of head offices and holding companies, excluding financial  
holdings, -----  
70.22.Z Other business and management consultancy activities, -----  
71.12.Z Engineering activities and related technical consultancy, -----  
72.19.Z Research and development on other natural sciences and engineering, ----  
74.90.Z Other professional, scientific and technical activities not elsewhere classified,  
78.10.Z Activities related to finding jobs and recruiting employees". -----

## § 2

Pursuant to § 15.7 of the Company's Articles of Association in conjunction with Article 417.4 of the Commercial Companies Code, a material change in the objects of the Company's business shall take place and be effective without the redemption of shares of shareholders who do not agree to the change. -----

## § 3

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that: -----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----

- total number of valid votes is 5 490 383, -----

- 5 490 383 votes were cast in favour, 0 votes against and 0 abstentions, the resolution was therefore adopted

The chairman stated that, in accordance with article 416, paragraph 2, the vote took place without regard to the voting preference of the series B shares. -----

**Resolution No. 23  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

***on the adoption of the consolidated text of the Company's Articles of  
Association***

## § 1

The Ordinary General Meeting, in connection with Resolution No. 22 adopted today (i.e. 29 June 2022) on a material change to the Company's objects and amending the Company's Articles of Association with regard to the Company's objects, adopts the following consolidated text of the Company's Articles of Association: -----

**ARTICLES OF ASSOCIATION OF UNIMOT S.A. WITH THE REGISTERED**



**OFFICE IN ZAWADZKIE**  
**consolidated text**

**§1.**

1. The Company shall carry on business under the name: UNIMOT Joint Stock Company.-----
2. The founder of the Company is UNIMOT EXPRESS Ltd. with its registered office in Warsaw.-----

**§2.**

The Company's seat is the town of Zawadzkie. -----

**§3.**

The duration of the company is indefinite. -----

**§4.**

- 06.10.Z Mining of crude oil, -----
- 06.20.Z Mining of natural gas, -----
- 09.10.Z Service activities incidental to oil and natural gas exploitation, -----
- 09.20.Z Oil and gas exploration, -----
- 19.20.Z Manufacture and processing of refined petroleum products, -----
- 20.11.Z Manufacture of industrial gases, -----
- 20.59.Z Manufacture of other chemical products n.e.c, -----
- 25.29.Z Manufacture of other tanks, reservoirs and containers of metal, -----
- 27.33.Z Manufacture of installation equipment, -----
- 32.99.Z Manufacture of other products n.e.c, -----
- 33.11.Z Repair and maintenance of fabricated metal products, -----
- 33.12.Z Repair and maintenance of machinery, -----
- 33.19.Z Repair and maintenance of other machinery and equipment, -----
- 33.20.Z Installation of industrial machinery, equipment and fixtures, -----
- 35.11.Z Electricity generation, -----
- 35.12.Z Transmission of electricity, -----
- 35.13.Z Distribution of electricity, -----
- 35.14.Z Trade in electricity, -----
- 35.21.Z Electricity trade, -----
- 35.21.Z Production of gas fuels, -----
- 38.11.Z Gathering of non-hazardous waste, -----
- 38.21.Z Treatment and disposal of non-hazardous waste, -----
- 38.31.Z Dismantling of non-hazardous waste, -----
- 38.31.Z Dismantling of waste products, -----
- 41.20.Z Construction work for residential and non-residential buildings, -----
- 43.13.Z Excavation and geological-engineering work, -----

43.22.Z Plumbing, heat, gas and air-conditioning installation work, -----

45.11.Z Wholesale and retail trade services of cars and vans, -----

45.19.Z Wholesale and retail trade services of other motor vehicles, except motorbikes, -----

45.31.Z Wholesale trade services of parts and accessories of motor vehicles, except motorbikes, -----

45.32.Z Retail trade services of parts and accessories of motor vehicles (excluding motorbikes), -----

45.40.Z Wholesale and retail trade services of motorbikes, repair and maintenance of motorbikes and wholesale and retail trade services of related parts and accessories, -----

46.12.Z Activities of agents involved in the sale of fuels, ores, metals and industrial chemicals, -----

46.14.Z Activities of agents involved in the sale of machinery, industrial equipment and aircraft, -----

46.18.Z Activities of agents specialising in the sale of other specified goods, -----

46.19.Z Activities of agents involved in the sale of a variety of goods, -----

46.49.Z Wholesale trade services of other household articles, -----

46.69.Z Wholesale trade services of other machinery and equipment, -----

46.71.Z Wholesale trade services of solid and liquid fuels and related products, -----

46.73.Z Wholesale trade services of wood, construction materials and sanitary equipment, -----

46.75.Z Wholesale trade services of chemical products, -----

46.76.Z Wholesale trade services of other intermediate products, -----

46.77.Z Wholesale trade services of waste and scrap, -----

46.90.Z Non-specialised wholesale, -----

47.11.Z Retail sale in non-specialised shops with food, beverages and tobacco predominating, -----

47.25.Z Retail sale of alcoholic and non-alcoholic beverages conducted in specialized shops, -----

47.30.Z Retail sale of fuel for motor vehicles at service stations, -----

47.64.Z Retail sale of sports goods conducted in specialized shops, -----

47.78.Z Retail sale of other new goods in specialized shops, -----

47.91.Z Retail sale via mail order houses or via the Internet, -----

49.41.Z Freight transport by road, -----

52.10.A Warehousing and storage of gaseous fuels, -----

52.10.B Warehousing and storage of other goods, -----

52.21.Z Service activities incidental to land transportation, -----

52.22.A Service activities incidental to maritime transportation, -----

52.22.B Service activities incidental to inland transportation, -----

52.24.A Cargo handling at sea ports, -----  
52.24.B Cargo handling at inland ports, -----  
52.24.C Cargo handling at other transshipment points, -----  
56.10.A Restaurants and other fixed food service establishments, -----  
56.10.B Mobile food service establishments, -----  
58.19.Z Other publishing, -----  
64.19.Z Other monetary intermediation, -----  
64.91.Z Financial leasing, -----  
64.92.Z Other credit granting, -----  
64.99.Z Other financial intermediation, -----  
64.99.Z Other financial service activities, n.e.c., excluding insurance and pension funds, -----  
52.21.Z Service activities incidental to land transportation, -----  
68.20.Z Rental and management of own or leased real estate, -----  
68.31.Z Real estate agency, -----  
68.32.Z Management of real estate on a fee or contract basis, -----  
77.11.Z Renting and leasing of cars and vans, -----  
77.12.Z Renting and leasing of other motor vehicles, excluding motorbikes, -----  
77.21.Z Renting and leasing of recreational and sports equipment, -----  
77.39.Z Renting and leasing of other machinery, equipment and tangible goods n.e.c, -----  
35.23.Z Trade in gaseous fuels in the network system, -----  
69.20.Z Accounting and book-keeping activities; tax consultancy, -----  
77.40.Z Leasing of intellectual property and similar products, except for works protected by copyright, -----  
85.59 B Other non-school forms of education, n.e.c, -----  
64.20.Z Activity of holding companies, -----  
66.19.Z Other activities auxiliary to financial services, except insurance and pension funds, -----  
70.10.Z Activities of head offices and holding companies, excluding financial holdings, -----  
70.22.Z Other business and management consultancy activities, -----  
71.12.Z Engineering activities and related technical consultancy, -----  
72.19.Z Research and development on other natural sciences and engineering, ----  
74.90.Z Other professional, scientific and technical activities not elsewhere classified, -----  
78.10.Z Activities related to finding jobs and recruiting employees". -----

## **§6.**

The share capital of the Company amounts to PLN 8,197,818.00 (eight million one hundred and ninety-seven thousand eight hundred and eighteen zloty) and is divided into 8,197,818 (eight million one hundred and ninety-seven thousand eight hundred

and eighteen) shares, including:-----

a/ 100,000 (one hundred thousand) series A ordinary bearer shares numbered "000,000 001" to "000,100,000", -----

b/ 250,000 (two hundred and fifty thousand) ordinary bearer shares of series B numbered "000 000 001" to "000 250 000", -----

c/ 350,000 (three hundred and fifty thousand) Series B registered shares numbered "000 250 001" to "000 600 000", -----

d/ 2,400,000 (two million four hundred thousand) Series C ordinary bearer shares numbered "000 000 001" to "002 400 000", -----

e/ 103,797 (one hundred and three thousand seven hundred and ninety-seven) ordinary bearer shares of series D, numbered "000 000 001" to "000 103 797", -----

f/ 400,000 (four hundred thousand) ordinary bearer shares of series E numbered "000 000 001" to "000 400 000", -----

g/ 400,000 (four hundred thousand) ordinary bearer shares of series F numbered "000 000 001" to "000 400 000", -----

h/ 400,000 (four hundred thousand) ordinary bearer shares of series G numbered "000 000 001" to "000 400 000", -----

i/ 400,000 (four hundred thousand) ordinary bearer shares of series H numbered from "000,000 001" to "000,400,000",-----

j/ 1,028,000 (one million twenty-eight thousand) series I bearer shares numbered "000 000 001" to "001 028 000", -----

k/ 2,200,000 (two million two hundred thousand) series J bearer shares numbered "000,000 001" to "002,200,000", -----

l/ 166,021 (one hundred and sixty-six thousand and twenty-one) series K ordinary bearer shares numbered "000001" to "166021". -----

2. Series B registered shares are privileged in voting rights. The preference grants two votes to each series B share. The share voting preference expires in the event of conversion of such a share into a bearer share. -----

3. At the moment of incorporation of the Company, UNIMOT EXPRESS Spółka z ograniczoną odpowiedzialnością, having its registered office in Warsaw, included 100,000 (one hundred thousand) registered shares of series A, numbered "000,000 001" to "000,100,000", with the nominal value of PLN 1.00 (one zloty) each, covering them entirely with cash contribution. -----

4. The share capital was fully covered by cash contributions before the Company was registered.-----

5. In the event of an increase in the Company's share capital, shares in the increased share capital may be taken up for both cash and non-cash contributions. -----

## **§7.**

The Company's shares may be redeemed. Redemption of shares requires a

resolution of the General Meeting (subject to Article 363 §5 of the Commercial Companies Code) and the consent of the shareholder whose shares are to be redeemed.-----

**§8.**

- 1. The Company may issue registered shares or bearer shares. -----
- 2. At the request of a Shareholder, the Management Board of the Company shall convert the Shareholder's registered shares into bearer shares. -----

**§9.**

The Company has the right to issue bonds convertible into shares and bonds with pre-emptive rights. The Company is also entitled to issue subscription warrants.-----

**§10.**

- 1. The disposal of registered shares shall not be subject to the Company's consent or otherwise restricted, subject to the pre-emptive rights regulated in paragraphs 2 to 9 below. -----
- 2. If a shareholder disposes of registered shares in the Company, the pre-emptive right to acquire the shares shall be vested in the remaining shareholders holding the remaining registered shares in proportion to the number of registered shares held. -----
- 3. To ensure that the priority right is exercised, a shareholder intending to dispose of registered shares is required to notify all other shareholders holding registered shares and the Company's Management Board in writing of the intention to dispose of the shares. The notification must be accompanied by the purchaser's offer containing information on the person of the purchaser, the number of shares to be disposed of and the agreed price. The content of the notice should include an authorisation for the Company's Management Board to receive declarations of exercise of the pre-emptive right. The notice, together with the offer of the potential purchaser, shall be delivered to the addresses of the shareholders disclosed in the list drawn up by the entity maintaining the securities depository. Delivery of the notice shall be deemed to constitute an offer to dispose of the shares in the number and at the price offered by the purchaser. -----
- 4. In the case of an intention to sell registered shares, the purchase price per share for the exercise of pre-emptive rights shall be equal to the declared purchase price presented in the notification referred to in sub-paragraph (2), but not higher than three times the arithmetic average of the Company's share price in the NewConnect alternative trading system or on the regulated market, respectively, over the last three months preceding the month of submission of the notification referred to in sub-paragraph (3). -----
- 5. Shareholders may exercise their pre-emptive right within 14 (fourteen) days of receipt of the notice by submitting to the Company's Management Board a

declaration on the exercise of their pre-emptive right and acceptance of the offer to sell the shares. -----

6. In the event that declarations of the exercise of the pre-emptive right include shares in excess of the number to be sold, the Management Board of the Company will make a reduction in proportion to the number of shares covered by declarations of the exercise of the pre-emptive right. -----
7. The Management Board of the Company shall, within 7 (seven) days from the expiry of the deadline for submission of declarations of the intention to exercise the pre-emptive right referred to in section 4, prepare a list of persons who submitted such declarations, and communicate it to the shareholder intending to sell the shares and the shareholders exercising the pre-emptive right. The list will contain an indication of the persons exercising their pre-emptive right, with the number and numbers of the shares to be acquired assigned to each of them. -----
8. The deadline for payment of the entire price for shares acquired by way of pre-emptive right may not be longer than 90 (ninety) days from the date of transmission by the Management Board of the Company to the interested persons of the list referred to in paragraph (7). If the deadline for payment for the shares expires without effect, the shareholder may withdraw from the share purchase agreement and sell the shares in whole or in part to the purchaser specified in the notification and on the terms and conditions specified therein. -----
9. The disposal of registered shares in breach of the obligations arising from the above provisions shall be ineffective against the Company and the shareholders entitled to priority rights. -----

#### **§11.**

1. The bodies of the Company are: -----
  - General Meeting, -----
  - Management Board, -----
  - Supervisory Board. -----
2. The members of the first Management Board and Supervisory Board are appointed by the Founder. -----

#### **§12.**

1. The General Meeting may be ordinary or extraordinary. -----
2. An Ordinary General Meeting shall be convened annually by the Management Board no later than 30 June each year. -----
3. An Extraordinary General Meeting is convened by the Management Board on its own initiative or at the written request of the Supervisory Board or at the request of shareholders representing at least 1/20 (one twentieth) of the share capital. ----
4. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless the Commercial Companies Code or the provisions of these

- Articles of Association provide for stricter conditions for adopting resolutions.-----
5. General Meetings shall be held at the Company's registered office, either in Cześćochowa or in Warsaw.-----
  6. If the Management Board fails to pass a resolution to convene an Ordinary General Meeting or convenes it on a date which does not fall within six months of the end of the financial year, the right to convene an Ordinary General Meeting is vested in the Supervisory Board. -----
  7. If, pursuant to the provisions of paragraph 6, two Ordinary General Meetings are convened (one by the Management Board and one by the Supervisory Board), only the General Meeting convened on the earlier date shall be held as the Ordinary General Meeting, and only this General Meeting shall be entitled to adopt the resolutions reserved to the powers of the Ordinary General Meeting. A General Meeting that has been called for a later date shall be held only if the agenda of that General Meeting, as determined by the body that called it, includes items not on the agenda of the General Meeting held. -----

**§13.**

- A resolution of the General Meeting is required for: -----
- a. examining and approving the report of the Management Board on the Company's activities and the financial statements for the previous financial year and discharging the members of the Company's governing bodies on the performance of their duties, -----
  - b. adopting a resolution on profit distribution or loss coverage,-----
  - c. determination of dividend day, -----
  - d. resolution concerning claims for repair of damage inflicted during establishment of the Company or exercising management or supervision, -
  - e. sale and lease of an enterprise or an organised part thereof and establishment of a limited right in rem thereon,-----
  - f. issue of convertible or priority bonds and issue of subscription warrants as referred to in Art.453 §2 of the Code of Commercial Companies, -----
  - g. acquisition of own shares in the case referred to in art.362 §1 point 2 of the Commercial Companies Code and authorization to acquire them in the case referred to in art.362 §1 point 8 of the Commercial Companies Code, -
  - h. conclusion of the agreement referred to in art.7 of the Commercial Companies Code, -----
  - i. determining the number and remuneration of members of the Supervisory Board.

**§14.**

2. Participation in the General Meeting by means of electronic communication is allowed, which includes in particular: -----

- a. real-time transmission of the General Meeting by means of any chosen data transmission technique, -----
- b. real-time bilateral communication where shareholders may speak during the General Meeting from a location other than the venue of the General Meeting, using any chosen data transmission technique. -----
- 3. The voting rights of a shareholder may be exercised in person or by proxy both before and during the General Meeting. -----
- 4. The participation of shareholders or their proxies in the General Meeting held using electronic means of communication, as well as the exercise of their voting rights, is possible after the Chairman of the General Meeting identifies such shareholders or proxies by means of any method chosen by the Chairman of the General Meeting to enable proper identification, as well as while maintaining the security of electronic communication. -----

**§15.**

- 1. The Management Board of the Company shall comprise between one and five persons appointed and dismissed by the Supervisory Board. The number of members of the Management Board shall be determined by the Supervisory Board. It is possible to change the number of Management Board members during the joint term of office of the Management Board.-----
- 2. Members of the Management Board shall be appointed for a joint term of office of five years. It is permissible to appoint the same persons for subsequent terms of the Management Board. -----
- 3. Shareholders, as well as persons from outside the Company, may be appointed to the Management Board. -----
- 4. In the case of a multi-member Management Board, in the event of an equality of votes, the President of the Management Board shall have the casting vote.-----
- 5. The competence of the Management Board includes all matters not reserved by law or the Articles of Association for other bodies of the Company. -----
- 6. Acquisition and disposal of real estate, the right of perpetual usufruct or a share in real estate is the competence of the Management Board and does not require a resolution of the General Meeting. -----
- 7. A material change in the operation of the Company may be effected without the repurchase of shares. Such a change requires a resolution of the General Meeting adopted by a two-thirds majority vote in the presence of persons representing at least half of the share capital.-----

**§16.**

- 1. The following are authorised to make declarations with respect to the property rights and obligations of the Company, including the signing of contracts and incurring of liabilities:-----



- a. in the case of a single-member Management Board: a member of the Management Board alone,-----
- b. in the case of a multi-member Board: -----
  - each member of the Management Board independently up to the amount of 500,000.00 PLN (five hundred thousand zlotys), -----
  - two members of the Management Board jointly or one member of the Management Board jointly with a Proxy above the amount of PLN 500,000.00 (five hundred thousand zlotys). -----
- 2. Each member of the Management Board independently is entitled to make declarations regarding the Company's non-property rights and obligations.

**§16.a.**

- 1. Subject to paragraph two of this section, the Management Board shall make decisions in the form of resolutions at meetings convened by the President of the Management Board on his own initiative or at the request of a Member of the Management Board or at the request of the Supervisory Board. -----
- 2. If the Management Board is composed of more than one person, resolutions of the Management Board may also be adopted outside a meeting of the Management Board by way of a written procedure or by using means of direct communication over distance, provided that all members of the Management Board have been notified of the content of the draft resolution. Voting in the mode referred to in the preceding sentence may be ordered by the President of the Management Board on his/her own initiative or at the request of any other member of the Management Board. 3. -----
- 3. A member of the Management Board shall inform the Management Board of any conflict of interest in relation to the function held or of the possibility of its occurrence and shall refrain from taking part in the discussion and from voting on the resolution on the matter in which the conflict of interest has arisen. -----
- 4. Detailed rules for the organisation and manner of operation of the Management Board may be laid down in the Rules of Procedure of the Management Board, adopted by the Management Board and approved by the Supervisory Board. -----

**§17.**

The Management Board is authorised to make an advance payment to shareholders on account of the expected dividend at the end of the financial year if the Company has sufficient funds to make the payment, under the conditions indicated in the Commercial Companies Code. The payment of an advance requires the approval of the Supervisory Board. -----

**§18.**

- 1. The Supervisory Board shall have between three and seven members and, if the Company is a public company, between five and seven members, including the

Chairman, two Vice-Chairmen and the Secretary of the Board. The Vice-Chairman of the Supervisory Board may also act as Secretary of the Board. The Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board and the Secretary of the Supervisory Board are elected and dismissed by the Supervisory Board. -----

2. Members of the Supervisory Board shall be appointed for a joint term of office of 5 (five) years. -----
3. The number of members of the Supervisory Board shall be determined by the General Meeting. -----
4. Subject to paragraph 6 (sixth) below, the members of the Supervisory Board shall be appointed and dismissed by the General Meeting.-----
5. The Board shall operate on the basis of the Rules of Procedure adopted by it, which define its organisation and the manner in which it carries out its activities.---
6. At least two members of the Supervisory Board (and their relatives, in particular the spouse, ascendants and descendants) appointed by the General Meeting ("Independent Members") shall meet the following criteria: -----
  - a. are not and have not been employees of the Company, its subsidiaries or parent companies for the last 5 (five) years, -----
  - b. are not and have not been employed by the Company, its subsidiaries or its parent companies as a member of the board of directors or in any other managerial position for the last 5 (five) years,-----
  - c. are not in receipt of any additional remuneration (other than that due to their membership of the supervisory board) or any financial benefits from the Company, its subsidiaries or parent companies, -----
  - d. are not a shareholder who directly or indirectly holds shares exceeding 10% (ten per cent) of the total number of votes at the general meeting, or representatives, members of the management board, supervisory board or employees in managerial positions with that shareholder, -----
  - e. they are not, and have not been for the last three years, shareholders or employees of the current or former auditors of the Company or its subsidiaries,
  - f. they do not have and have not had for the last three years a family relationship with members of the Company's Board of Directors, employees of the Company in managerial positions, legal counsel or the dominant shareholder for the last three (3) years, -----
  - g. they do not have, and have not had for the last year, any material business relationship with the Company or its subsidiaries, directly or indirectly, as a partner, shareholder, associate, member of bodies or in a managerial capacity. A business relationship includes a relationship with

- a material supplier of goods or services (including financial, legal, advisory or consultancy services), a material customer or organisations receiving significant funds from the Company or its group,-----
    - h. have not been members of the Company's Supervisory Board for more than 12 (twelve) years from the date of their first election, -----
    - i. are not members of the management board of another company in which a member of the Company's Management Board is a member of the supervisory board of that other company.-----
- 7. The failure of any member of the Supervisory Board to meet the criteria set out in paragraph 6 (sixth) above or the absence of any Independent Board Member from the Board shall not affect the ability to perform and the validity of actions performed by the Supervisory Board, including, in particular, adopted resolutions.
- 8. The Supervisory Board shall appoint an Audit Committee responsible for supervising the Company's financial affairs. The Audit Committee will consist of at least three members, including the Chairman, to be appointed by the Supervisory Board, including at least two Independent Board Members, at least one of whom is qualified in accounting or auditing. The Chairman of the Audit Committee will be appointed by the Supervisory Board from among the Independent Board Members. The detailed tasks and method of operation of the Audit Committee shall be specified in the Regulations of the Audit Committee constituting an Appendix to the Regulations of the Supervisory Board.-----
- 9. The Independent Member of the Supervisory Board should provide the Management Board with written information on his/her relationship with a shareholder who holds shares representing not less than 5% (five percent) of the total number of votes at the General Meeting. An independent member of the Supervisory Board should provide the Management Board with information on any circumstances causing him or her to lose this attribute.-----

**§19.**

- 1. A member of the Supervisory Board may participate in the adoption of resolutions of the Board by casting his/her vote in writing through another member of the Board.-----
- 2. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication. -----

**§20.**

- 1. The Supervisory Board shall exercise constant supervision over the Company's activities in all areas of its operations. -----
- 2. The competences of the Supervisory Board include: -----
  - a. assessment of the Management Board reports on the Company's activities and the financial statements for the previous financial year, as

- regards their consistency with the books and documents, as well as with the facts, -----
- b. assessment of the Management Board's proposals for profit distribution or loss coverage, -----
  - c. submitting to the General Meeting an annual written report on the results of the evaluation of the documents and motions referred to in a. and b. above, -----
  - d. preparing an annual report on the remuneration of the members of the Management Board and the members of the Supervisory Board, -----
  - e. the appointment and dismissal of the members of the Management Board with the simultaneous determination of their functions on the Management Board, -----
  - f. selection or change of the auditor to audit and review the Company's financial statements, -----
  - g. representation of the Company in a contract between the Company and a member of the Management Board of the Company, including determination of remuneration for members of the Management Board, with the competences of the Supervisory Board being exercised by its Member indicated in a resolution of the Board,
  - h. considering and giving opinions on important matters to be the subject of resolutions of the General Meeting,
  - i. suspending, for important reasons, individual or all members of the Management Board in their duties and delegating members of the Supervisory Board, for a period not exceeding three months, to temporarily perform the duties of members of the Management Board who have been dismissed, have resigned or for other reasons cannot perform their duties, -----
  - j. approval of annual financial plans (budgets) submitted by the Management Board and amendments to these budgets, -----
  - k. approval of the Company's multi-year financial and strategic plans prepared by the Board of Directors, -----
  - l. approval of the Rules of Procedure of the Management Board, -----
  - m. approval of advance dividend payments, -----
  - n. granting consent for the Company to conclude a significant agreement with entities related to a member of the Supervisory Board or the Management Board, as well as a shareholder and entities related to them, except for typical transactions concluded at arm's length within the framework of its business with a subsidiary in which the Company holds a majority capital share, -----

o. consenting to performances of any kind by the Company and the Company's related parties for the benefit of members of the Management Board. -----

3. a member of the Supervisory Board shall inform the other members of the Supervisory Board of a conflict of interest that has arisen or may arise and shall refrain from taking part in the discussion and from voting on the adoption of a resolution on the matter in which the conflict has arisen. -----

**§21.**

1. The company shall keep its accounts in accordance with the applicable regulations. -----
2. The financial year of the company shall be the calendar year. -----
3. The company shall establish capitals and funds: -----
- a. share capital, -----
  - b. supplementary capital, -----
  - c. reserves. -----
4. Reserves may be created and abolished as required by resolution of the general meeting, unless they are created by law or the authority to create them is assigned by law to another corporate body. The use of reserves shall be decided by the general meeting. -----

**§22.**

The Company shall be dissolved following liquidation. The liquidation shall be conducted under the Company's name with the addition "in liquidation". The liquidators shall be members of the management board, unless the General Meeting decides otherwise. -----

**§23.**

The Company's announcements will be published in the Court and Commercial Gazette, unless a special provision provides otherwise. -----

**§24.**

In matters not regulated by these Statutes, the provisions of the Commercial Companies Code shall apply.. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- 5 840 383 votes were cast in favour, 0 votes against and 0 abstentions, the resolution was therefore adopted.-----

**Resolution No. 24  
of the Ordinary General Meeting  
of the Ordinary General Meeting of Shareholders of Unimot S.A. with its  
registered office in Zawadzkie  
of 29 June 2022**

on: determination of remuneration of members of the Supervisory Board -----

§ 1.

The Ordinary General Meeting of Shareholders of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Art. 392 § 1 of the Code of Commercial Partnerships and Companies, hereby resolves that the monthly remuneration of the members of the Supervisory Board of Unimot S.A. shall amount to PLN 5,000 (five thousand) gross per month. The remuneration of the Chairperson of the Supervisory Board and the Chairperson of the Audit Committee shall amount to 125% of the amount indicated above, i.e. 6,250 (six thousand two hundred and fifty) gross per month.-----

§ 2.

In connection with the adoption of this resolution, the Ordinary General Meeting repeals the resolution of the Ordinary General Meeting on determination of remuneration of members of the Supervisory Board No. 22 of 3 June 2020.

§ 3.

The resolution shall enter into force upon adoption. -----

The chairman of the General Meeting stated that:-----

- number of shares from which valid votes were cast - 5 490 383, the percentage of shares from which valid votes were cast in the share capital is 66.97%, -----
- total number of valid votes is 5 840 383, -----
- in a secret ballot 5,580,296 votes were cast in favour, 24,135 against and 235,952 abstentions; the resolution was therefore adopted.-----

The Chairman asked the participants of the General Meeting whether anyone had

any comments to make or wished to take a position on the resolutions adopted by this General Meeting of the Company and, as no comments had been made and the agenda had been exhausted, the Chairman closed the Meeting.-----

The list of attendance and the list of shareholders voting via electronic means of communication are attached to the Minutes. -----

...

*This act was read, adopted and signed.*-----