

**RULES OF 2024-2025 INCENTIVE SCHEME FOR MEMBERS OF
AUTO PARTNER S.A. MANAGEMENT BOARD**

1. ESTABLISHMENT OF THE SCHEME

The Supervisory Board of Auto Partner S.A. of Bieruń (the “**Company**”) hereby resolves to establish an incentive scheme for members of the Management Board. The purpose of the scheme is to create mechanisms to encourage activities that will ensure long-term growth of the shareholder value, reduce the turnover of the Company’s management staff, and reward their contribution to the shareholder value growth (the “**Incentive Scheme**” or the “**Scheme**”).

2. DEFINITIONS

In these Rules, capitalised terms shall have the meaning given to them below:

EBITDA shall mean the Company’s consolidated operating profit before depreciation and amortisation, as shown in the consolidated financial statements for a Reference Period;

Net Cash Value shall mean the Company’s cash balance less interest-bearing debt at the end of each Reference Period, as determined on the basis of the Company’s consolidated financial statements for a Reference Period, increased by the total amount of dividends paid as of 1 January 2024;

Reference Period shall mean each of the two subsequent financial years of 2024 and 2025, for which the rights to a Bonus are determined;

Remaining in the Company shall mean the provision of work for the Company by a Scheme Participant on the basis of appointment to the Company’s Management Board;

Bonus shall mean additional remuneration for appointment to the Management Board, paid in accordance with the rules of the Scheme;

Enterprise Value Increment – the term shall have the meaning as defined in Section 4.1;

Bonus Pool shall mean the total amount of bonuses awarded for a given Reference Period, representing an amount equal to 1% (one percent) of the Enterprise Value Increment for a given Reference Period;

Company shall mean Auto Partner Spółka Akcyjna with its registered office in Bieruń, Poland;

Scheme Participants shall mean Andrzej Manowski and Piotr Janta – Vice Presidents of the Company’s Management Board, and Tomasz Werbiński – Member of the Company’s Management Board;

Base Enterprise Value shall mean the value as of 31 December 2023, calculated according to the formula provided below, based on the annual consolidated data of the Auto Partner Group for 2023:

$$B_{EV} = EV_{2023} + N_{C 2023}$$

where:

B_{EV} is Base Enterprise Value

EV₂₀₂₃ is Enterprise Value for 2023

EV₂₀₂₃= 9* EBITDA 2023

N_{C 2023} is Net Cash Value as at 31 December 2023. Determined on the basis of audited Consolidated Financial Statements of the company's Group.

EBITDA₂₀₂₃ is EBITDA for 2023 determined on the basis of audited Consolidated Financial Statements of the company's Group.

For each Reference Period, the following Base Enterprise Values shall be used:

B_{EV2024} – Base Enterprise Value for the purposes of calculating the Bonus for 2024 is set as the Base Enterprise Value plus 10%

B_{EV2025} – Base Enterprise Value for the purposes of calculating the Bonus for 2025 is set at **B_{EV2024}** (Base Enterprise Value for the purposes of calculating the Bonus for 2024) plus 10%

3. SCHEME PARTICIPANTS

The Incentive Scheme is dedicated to Members of the Company's Management Board: Andrzej Manowski, Piotr Janta and Tomasz Werbiński.

4. BONUS POOL

4.1. The Company shall allocate to the Scheme for a given Reference Period an amount equal to 1% (one percent) of the Enterprise Value Increment in a given Reference Period (the Bonus Pool), calculated in accordance with the following formula:

$$\mathbf{B_{PX}=1\% *E_{VIX}}$$

where:

B_{PX} is the Bonus Pool for Reference Period X

E_{VIX} is Enterprise Value Increment in Reference Period X

and:

$$\mathbf{E_{VI2024} = (S_{EV2024} - B_{EV2024})}$$

$$\mathbf{E_{VI2025} = (S_{EV2025} - B_{EV2025})}$$

where:

$$\mathbf{S_{EVX} = E_{VX} + N_{CX}}$$

$$\mathbf{E_{VX} = 9 * E_{BITDA_X}}$$

S_{EV} is Shareholder Value at the end of Reference Period X **E_{VX}** is Enterprise Value at the end of Reference Period X

N_{CX} is Net Cash at the end of Reference Period X

EBITDA_x is EBITDA for Reference Period X

BEV_x is Base Enterprise Value for the purposes of calculating the Bonus for Reference Period X

- 4.2. The total amount of Bonuses to be paid in accordance with the Rules will not exceed PLN 5,600,000 (five million, six hundred thousand złoty) during the entire term of the Scheme. In the first year of the Scheme, the total amount of Bonuses for 2024 to be paid in accordance with the Rules will not exceed PLN 2,800,000 (two million, eight hundred thousand złoty).

5. IMPLEMENTATION OF THE INCENTIVE SCHEME

- 5.1. The Incentive Scheme shall be implemented through the payment of Bonuses, and:
- (a) Andrzej Manowski shall be entitled to receive 42.86% (forty-two percent and eighty-six hundredths of a percent) of the Bonus Pool for a given Reference Period;
 - (b) Piotr Janta shall be entitled to receive 42.86% (forty-two percent and eighty-six hundredths of a percent) of the Bonus Pool for a given Reference Period;
 - (c) Tomasz Werbiński shall be entitled to receive 14.28% (fourteen percent and twenty-eight hundredths of a percent) of the Bonus Pool for a given Reference Period;
- 5.2. The Incentive Scheme applies to Reference Periods of 2024 and 2025 and shall be implemented in 2025–2028.
- 5.3. The Bonus for a given Reference Period shall be awarded to the Scheme Participants by resolution of the Supervisory Board within 2 (two) weeks following approval of the Company's consolidated financial statements for a given Reference Period, provided that they Remain in the Company on the date of awarding the Bonus, and paid in accordance with the following terms:
- (a) 70% (seventy percent) of the Bonus – within 1 (one) month from the approval of the Company's consolidated financial statements for a given Reference Period – provided that the Scheme Participant Remains in the Company on the date of Bonus payment;
 - (b) 20% (twenty percent) of the Bonus – within 1 (one) month from the approval of the Company's consolidated financial statements for the first financial year ended after a Reference Period – provided that the Scheme Participant Remains in the Company on the date of Bonus payment;
 - (c) 10% (ten percent) of the Bonus – within 1 (one) month from the approval of the Company's consolidated financial statements for the second financial year ended after a Reference Period – provided that the Scheme Participant Remains in the Company on the date of Bonus payment.

6. EXCLUSION FROM THE INCENTIVE SCHEME

6.1. The Supervisory Board has the right to exclude a Scheme Participant from the Scheme in the following cases:

- (i) A Scheme Participant commits a grave breach of his obligations towards the Company arising from his appointment to the Company's Management Board,
- (ii) A Scheme Participant carries out activities that compete with the Company without the consent of the Supervisory Board granted in accordance with Art. 380 of the Commercial Companies Code;
- (iii) A Scheme Participant has been banned, by a final judgment, from holding positions on the governing bodies of companies or from conducting business activities;
- (iv) A Scheme Participant has been convicted, by a final judgment, of any of the offenses specified in Art. 585-592 and Art. 594 of the Commercial Companies Code, offenses specified in Part 10 of the Act on Trading in Financial Instruments of 29 July 2005 (Dz.U. of 2005, No. 183, item 1538), economic crimes referred to in Art. 296-306 of the Penal Code, or any other offense or crime the commission of which was directly related to the Scheme Participant's position as a member of the management board of a company;
- (v) A Scheme Participant has been convicted, by a final judgment, of another crime to the detriment of the Company;
- (iv) A Scheme Participant has been found liable by a final judgment on account of civil liability as a member of the management board of a company in connection with his position as a member of the Company's Management Board.

6.2. In the event of exclusion from the Scheme, the right to receive the awarded but unpaid Bonus for previous Reference Periods shall expire with immediate effect.

6.3. In the event of a Participant's death during the term of the Scheme, all or part of the Bonus already awarded but not paid shall be paid to the Participant's heirs on the Bonus payment dates established herein.

7. MISCELLANEOUS

These Rules shall take effect as of the date of the Supervisory Board's resolution on their adoption.

These Rules were adopted by Supervisory Board Resolution No. 2 on 23 January 2024.

For the Supervisory Board:
Chair of the Supervisory Board

Jarosław Plisz