

**Resolution No. 1/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń,  
dated 24 May 2024,  
to appoint Chair of the Annual General Meeting**

Acting pursuant to Art. 409.1 of the Commercial Companies Code, the Annual General Meeting of Auto Partner S.A. of Bieruń hereby resolves as follows:

**Section 1**

The Annual General Meeting appoints Mr/Ms [●] as Chair of the Annual General Meeting held on 24 May 2024.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The resolution is procedural in nature and such is necessary for the proper conduct of the General Meeting. Pursuant to Art. 409.1 of the Commercial Companies Code, upon opening of the General Meeting, the persons eligible to attend it are required to elect its Chair from among themselves.*

**Resolution No. 2/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń,  
dated 24 May 2024,  
to adopt the agenda**

**Section 1**

The Annual General Meeting of Auto Partner S.A. of Bieruń hereby adopts the following agenda:

1. Opening of the General Meeting.
2. Appointment of Chair of the General Meeting
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Counting Committee.
6. Voting on resolutions:
  - a. to approve the Company's financial statements for the financial year 2023,
  - b. to approve the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2023,
  - c. to allocate the Company's net profit for the financial year 2023,
  - d. to approve the Auto Partner Group's consolidated financial statements for the financial year 2023,
  - e. to grant discharge from liability to members of the Management Board for their activities in 2023,
  - f. to grant discharge from liability to members of the Supervisory Board for their activities in 2023,
  - g. to approve the Report of the Supervisory Board of Auto Partner S.A on its activities for the financial year 2023,
  - h. to provide an opinion on the Supervisory Board's Report on Remuneration of Members of the Management Board and the Supervisory Board of Auto Partner S.A. for 2023,
  - i. on the Remuneration Policy for Members of the Management Board and the Supervisory Board of Auto Partner S.A.,
  - j. to amend the Company's Articles of Association.
7. Closing of the General Meeting.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The resolution is procedural in nature and such is necessary for the proper conduct of the General Meeting. Pursuant to Art. 402[2] and in conjunction with Art. 399.1 of the Commercial Companies Code, the General Meeting is convened by the Management Board, which also defines the agenda of the Meeting."*

**Resolution No. 3/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to appoint the Ballot Counting Committee**

**Section 1**

Pursuant to Section 22 of the Rules of Procedure for the General Meeting of Auto Partner S.A. of Bieruń, the Annual General Meeting hereby appoints the following persons to the Ballot Counting Committee:

- .....

- .....

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The resolution is procedural in nature and such is necessary for the proper conduct of the General Meeting.*

**Resolution No. 4/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to approve the Company’s financial statements for the financial year 2023**

**Section 1**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and to Art. 26.1 of the Company’s Articles of Association, the Annual General Meeting, having previously read and considered the audited financial statements of the Company for the year ended 31 December 2023 as submitted by the Management Board and having considered the Supervisory Board’s assessment thereof, hereby resolves to approve the audited financial statements of the Company for the year ended 31 December 2023, comprising:

- the separate statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 1,766,529 thousand;
- the separate statement of profit or loss for the period from 1 January to 31 December 2023, showing net profit of PLN 221,025 thousand, and the separate statement of comprehensive income for the period from 1 January to 31 December 2023, showing total comprehensive income of PLN 221,025 thousand;
- the separate statement of changes in equity for the period from 1 January to 31 December 2023, showing an increase in equity of PLN 201,432 thousand;
- the separate statement of cash flows for the period from 1 January to 31 December 2023, showing a PLN 387 thousand change in net cash;
- notes to the financial statements.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. The separate financial statements of Auto Partner S.A. for the financial year 2023 received a positive opinion from the Company's Supervisory Board, as provided in Supervisory Board Resolution No. 3 of 10 April 2024, which also includes the Supervisory Board's recommendation and request that the Annual General Meeting approve the financial statements.*

**Resolution No. 5/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to approve the Directors’ Report on the operations of Auto Partner S.A. and the Auto  
Partner Group in the financial year 2024**

**Section 1**

Acting pursuant to Art. 395.2 of the Commercial Companies Code and to Art. 26.1 of the Company’s Articles of Association, the Annual General Meeting, having previously read and considered the Directors’ Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2023 and having considered the Supervisory Board’s assessment thereof, hereby resolves to approve the said Directors’ Report.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. The Directors’ Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2023 received a positive opinion from the Company’s Supervisory Board, as provided in Supervisory Board Resolution No. 4 of 10 April 2024, which also includes the Supervisory Board’s recommendation and request that the Annual General Meeting approve the Director’s Report.*

**Resolution No. 6/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to allocate the Company’s net profit for the financial year 2023**

**Section 1**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and to Art. 26.3 of the Company’s Articles of Association, the Annual General Meeting, having previously read and considered the Management Board’s proposal on the allocation of the Company’s net profit distribution and having read and considered the Supervisory Board’s assessment thereof, hereby resolves to allocate the Company’s net profit for 2023, of PLN 221,025,314.74, as follows:

- The amount of PLN 19,593,000 (nineteen million, five hundred and ninety-three thousand złoty) shall be distributed as dividend of PLN 0.15 (fifteen grosz) per share.
- The balance of PLN 201,432,314.74 (two hundred and one million, four hundred and thirty-two thousand, three hundred and fourteen złoty, 74/100) shall be allocated to the Company’s statutory reserve funds.

**Section 2**

The dividend record date shall be 3 June 2024.

**Section 3**

The dividend payment date shall be 18 June 2024.

**Section 4**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The General Meeting is required to vote on the resolution under Art. 395.2.2 of the Commercial Companies Code. On 28 March 2024, the Management Board passed Resolution No. 1 to propose that the General Meeting resolve to pay dividend for the financial year 2023. In the resolution, the Management Board recommended that PLN 19,593,000 be allocated to payment of dividend. In making this recommendation, the Management Board pointed to the necessary expenditures towards the Company’s strategic goals over the coming years. At its meeting held on 10 April 2024, the Company’s Supervisory Board passed Resolution No. 6 to approve the proposal concerning allocation of the Company’s net profit for the financial year 2023.*

*The Management Board also represents that the amount proposed for distribution to the shareholders meets the requirements under Art. 348.1 of the Commercial Companies Code.*

**Resolution No. 8/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to approve the Auto Partner Group’s consolidated financial statements  
for the financial year 2023**

**Section 1**

Acting pursuant to Art. 395.5 of the Commercial Companies Code, the Annual General Meeting, having previously read and considered the audited consolidated financial statements of the Auto Partner Group for the year ended 31 December 2023 as submitted by the Management Board and having considered the Supervisory Board’s assessment thereof, hereby resolves to approve the audited consolidated financial statements of the Auto Partner Group for the year ended 31 December 2023, comprising:

- the consolidated statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 1,793,923 thousand;
- the consolidated statement of profit or loss for the period from 1 January to 31 December 2023, showing net profit of PLN 223,586 thousand, and the consolidated statement of comprehensive income for the period from 1 January to 31 December 2023, showing total comprehensive income of PLN 222,961 thousand;
- the consolidated statement of changes in equity for the period from 1 January to 31 December 2023, showing an increase in equity of PLN 203,368 thousand;
- the consolidated statement of cash flows for the period from 1 January to 31 December 2023, showing a PLN 2,470 thousand change in net cash;
- notes to the consolidated financial statements.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The General Meeting is required to vote on the resolution under Art. 395.5 of the Commercial Companies Code. The consolidated financial statements of Auto Partner S.A. for the financial year 2023 received a positive opinion from the Company's Supervisory Board, as provided in Supervisory Board Resolution No. 5 of 10 April 2024, which also includes the Supervisory Board's recommendation and request that the Annual General Meeting approve the financial statements.*

**Resolution No. 9/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to discharge Aleksander Górecki from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Aleksander Górecki from liability for his activities as President of the Management Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. On 26 April 2024, the Supervisory Board passed Resolution No. 2 to request that the Annual General Meeting to discharge Aleksander Górecki from liability for his activities as President of the Management Board in the financial year 2023.*



**Resolution No. 9/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to discharge Andrzej Manowski from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Andrzej Manowski from liability for his activities as Vice President of the Management Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. On 26 April 2024, the Supervisory Board passed Resolution No. 3 to request that the Annual General Meeting to discharge Andrzej Manowski from liability for his activities as Vice President of the Management Board in the financial year 2023.*

**Resolution No. 10/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to discharge Piotr Janta from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Piotr Janta from liability for his activities as Vice President of the Management Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. On 26 April 2024, the Supervisory Board passed Resolution No. 4 to request that the Annual General Meeting to discharge Piotr Janta from liability for his activities as Vice President of the Management Board in the financial year 2023.*

**Resolution No. 11/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to discharge Tomasz Werbiński from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Tomasz Werbiński from liability for his activities as Member of the Management Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*The General Meeting is required to vote on the resolution under Art. 395.2.1 of the Commercial Companies Code. On 26 April 2024, the Supervisory Board passed Resolution No. 5 to request that the Annual General Meeting to discharge Tomasz Werbiński from liability for his activities as Member of the Management Board in the financial year 2023.*

**Resolution No. 12/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to discharge Jarosław Plisz from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Jarosław Plisz from liability for his activities as Chair of the Supervisory Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*In accordance with Art. 395.2.3 of the Commercial Companies Code, discharge members of a company's governing bodies from liability for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2023 includes the Supervisory Board’s request that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2023.*

**Resolution No. 13/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to discharge Bogumił Woźny from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Bogumił Woźny from liability for his activities as Deputy Chair of the Supervisory Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*In accordance with Art. 395.2.3 of the Commercial Companies Code, discharge members of a company's governing bodies from liability for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2023 includes the Supervisory Board’s request that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2023.*

**Resolution No. 14/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to discharge Bogumił Kamiński from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Bogumił Kamiński from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*In accordance with Art. 395.2.3 of the Commercial Companies Code, discharge members of a company's governing bodies from liability for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2023 includes the Supervisory Board’s request that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2023.*

**Resolution No. 15/2024**  
**of the Annual General Meeting**  
**of Auto Partner S.A. of Bieruń (the “Company”),**  
**dated 24 May 2024,**  
**to discharge Mateusz Melich from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Mateusz Melich from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*In accordance with Art. 395.2.3 of the Commercial Companies Code, discharge members of a company's governing bodies from liability for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2023 includes the Supervisory Board’s request that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2023.*

**Resolution No. 16/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,  
to discharge Andrzej Urban from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and to Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Andrzej Urban from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2023.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*In accordance with Art. 395.2.3 of the Commercial Companies Code, discharge members of a company's governing bodies from liability for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2023 includes the Supervisory Board’s request that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2023.*



**Resolution No. 17/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to approve the Report of the Supervisory Board of Auto Partner S.A  
on its activities for 2023**

Acting pursuant to Art. 382.3.3 and Art. 382.3.3<sup>1</sup> of the Commercial Companies Code and in conjunction with Principle 2.11 of ‘Best Practice for GPW-Listed Companies 2021’, the Annual General Meeting, having read and considered the Report of the Supervisory Board of the Company on its activities for 2023, resolves as follows:

**Section 1**

The Annual General Meeting hereby approves the Report of the Auto Partner S.A. Supervisory Board on its activities for 2023, as authorised by the Supervisory Board by Resolution No. 1 of 26 April 2024.

**Section 2**

This Resolution shall take effect upon adoption.

*Statement of reasons:*

*The General Meeting is required to vote on the resolution both under Principle 2.11 of Best Practice for GPW-Listed Companies 2021, which the Company has committed to complying with, and under Art. 382.3.3 and 382.3.3(1) of the Commercial Companies Code.*

**Resolution No. 18/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to provide an opinion on the Supervisory Board’s Report on Remuneration of Members  
of the Management Board and the Supervisory Board of Auto Partner S.A. for 2023**

Acting pursuant to Art. 395.2(1) of the Commercial Companies Code and in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2020, item 2080), the Annual General Meeting resolves as follows:

**Section 1**

The Annual General Meeting hereby gives a positive opinion on the Supervisory Board’s Report on Remuneration of Members of the Management Board and the Supervisory Boards for 2023, as authorised by the Supervisory Board by Resolution No. 7 of 26 April 2024.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*Pursuant to Art. 90g.1 and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2023, item 2554, as amended), the supervisory board of a company prepares annual remuneration reports providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual management board and supervisory board members in the previous financial year in accordance with the remuneration policy, and the company’s general meeting is required to pass a resolution providing opinion on such report. The Report on Remuneration of Members of the Management Board and the Supervisory Board of Auto Partner S.A. for 2023 was authorised by the Supervisory Board by Resolution No. 7 of 26 April 2024 and was subsequently assessed by an independent auditor to give assurance that it contains all the information required under Art. 90g.1-5 and Art. 90g.8 of the Public Offering Act. The resolution is advisory in nature.*

**Resolution No. 19/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**on the Remuneration Policy for Members of the Management Board  
and the Supervisory Board of  
Auto Partner S.A.**

Acting pursuant to Art. 90e.4 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2023, item 2554., as amended), the Annual General Meeting resolves as follows:

**Section 1**

1. Having reviewed the existing Remuneration Policy for Members of the Management Board and the Supervisory Board of Auto Partner S.A. (the “Policy”), the Annual General Meeting has satisfied itself that the document remains up-to-date and is aligned with the prevailing market environment and the Company’s condition.
2. In view of Section 1 above, the Annual General Meeting upholds the existing Policy, as amended and restated by Resolution No. 22 of 19 June 2020, the text of which is attached hereto.

**Section 2**

This Resolution shall take effect upon adoption.

Statement of reasons:

*The provision of Art. 90e.4 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2023, item 2554., as amended) has introduced a requirement to periodically review the remuneration policy. In accordance with that provision, a resolution concerning the remuneration policy must be adopted at least every four years to ensure the policy remains up-to-date and is aligned with the prevailing market environment and the company's condition. The Company regularly reviews and revises the applicable Policy. On 26 April 2024, the Supervisory Board passed Resolution No. 9 to recommend that the Annual General Meeting resolve to uphold the Company's existing Policy, as amended and restated by General Meeting Resolution No. 22 of 19 June 2020.*

**Resolution No. 20/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

Art. 16.5 and Art. 16.6 shall be added to the Articles of Association, reading as follows:

“5. To fulfil its reporting obligations under Art. 380<sup>1</sup> of the Commercial Companies Code, the Management Board shall provide to the Supervisory Board:

a) such information as is referred to in Art. 380<sup>1</sup>.1.1–3 of the Commercial Companies Code – subject to the condition that no later than seven days prior to its meeting, the Supervisory Board notifies the Management Board thereof and specifies the scope of information that it wished the Management Board to present at the meeting;

b) such information as is referred to in Art. 380<sup>1</sup>.1.4–5 of the Commercial Companies Code – as soon as practicable after the occurrence of a relevant event or relevant circumstances.

6. The information referred to in Art. 16.5 shall be provided to the Supervisory Board in the form of an authenticated record, i.e. in writing or by email sent to the relevant email addresses previously indicated by members of the Supervisory Board to the Company. The Supervisory Board may, at its discretion, consent to the provision of this information in other form.”

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

Statement of reasons:

*The adoption of the resolution is necessary to bring the Company’s Articles of Association in line with recent legislative changes, specifically the amended Commercial Companies Code, which entered into force on 13 October 2022 pursuant to the Act Amending the Commercial Companies Code and certain other acts, dated 9 February 2022 (Dz.U. of 2022, item 807). The purpose of the proposed amendments to the Articles of Association is to specify how the Management Board should discharge its new reporting obligations, ensuring that the Supervisory Board receives from the Management Board information related to matters addressed by the Supervisory Board at its meetings and all such other information as it may need at a given time. Accordingly, the proposed amendments also govern the procedure for obtaining this information by the Supervisory Board.*

**RESOLUTION NO. 21/2024**  
**of the Annual General Meeting**  
**of Auto Partner S.A. of Bieruń (the “Company”),**  
**dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

Article 18.3 shall be amended to read as follows:

“3. From the date the Company becomes a public company within the meaning of the Public Offering Act, the Supervisory Board shall include at least two independent members. Each of the independent members must meet all the independence criteria under the relevant corporate governance code, best practice, or other laws or regulations applicable to companies whose shares are listed on a regulated market on which the Company is to be listed.”

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

*Statement of reasons:*

*The proposed amendment specifies that any independent Supervisory Board members are required to satisfy the independence criteria defined in the applicable legislation. This is a technical modification intended to avoid future amendments to the Articles of Association if the statute governing the issue of Supervisory Board members’ independence is superseded or otherwise changed*

**Resolution No. 22/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

Article 19.2 shall be amended to read as follows:

“2. The notice of a Supervisory Board meeting shall specify the date and venue of the meeting as well as including the proposed agenda therefor and, if remote attendance at the meeting is permitted, information on the means of remote communication to be used during the meeting. The notice shall be given no later than seven days prior to the date of the meeting and may be served by email sent to the relevant email addresses previously indicated by members of the Supervisory Board to the Company.”

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

*Statement of reasons:*

*The proposed amendment is a technical modification, providing for an option to hold Supervisory Board meetings by means of remote communication and to notify Supervisory Board members thereof by email.*

**Resolution No. 23/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

I. Article 19.4 shall be amended to read as follows:

“4. Supervisory Board meetings shall be held at the Company’s registered office or in Warsaw, Katowice or Kraków, or, subject to prior consent of all members of the Supervisory Board, elsewhere in Poland. Supervisory Board meetings may also be attended via means of remote communication.”

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

*Statement of reasons:*

*The proposed amendment is a technical modification, providing for an option to hold Supervisory Board meetings by means of remote communication.*

**Resolution No. 24/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

Article 20.5 shall be amended to read as follows:

“5. The Supervisory Board shall adopt its Rules of Procedure to define the procedure for conducting its activities.”

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

Statement of reasons:

*The proposed amendment introduces the Supervisory Board's power and responsibility to adopt its own Rules of Procedure. This is intended to enable the Supervisory Board to flexibly amend its Rules of Procedure so as to keep them in line with any applicable laws and regulations without the need to convene a General Meeting.*



**Resolution No. 25/2024  
of the Annual General Meeting  
of Auto Partner S.A. of Bieruń (the “Company”),  
dated 24 May 2024,**

**to amend the Company’s Articles of Association**

**Section 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and to Art. 26.6 of the Company’s Articles of Association, the Annual General Meeting hereby resolves to amend the Articles of Association of Auto Partner S.A. as follows:

Art. 21.2 shall be struck out.

**Section 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting hereby authorises the Supervisory Board to restate the Company’s Articles of Association so as to incorporate the amendment adopted under Section 1 hereof.

**Section 3**

This Resolution shall come into force upon registration of the Company’s amended Articles of Association with the competent registry court.

Statement of reasons:

*Art. 21.2 should be struck out to bring the Articles of Association in line with applicable legislation. Currently, the execution by the Company of related-party transactions is governed by the provisions of Chapter 4b of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (Dz.U. of 2019, item 623, as amended). Furthermore, in accordance with Art. 90j.2 of the said Act, the Company has in the place the Procedure for the Periodic Identification by the Supervisory Board of Material Related-Party Transactions Executed by Auto Partner S.A., as adopted by the Supervisory Board Resolution No. 5 of 29 June 2020. Combined with the cited statute, this Procedure defines the detail rules for conducting related-party transactions by the Company. This includes the existing requirement that the conclusion of any material related-party transaction be subject to prior consent of the Supervisory Board and publication on the Company’s corporate website. When deciding whether to consent to the execution of a material related-party transaction, the Supervisory Board must consider if the related parties involved in the transaction will gain advantage from their special position and if safeguards are ensured to provide adequate protection for the interests of the Company and its stakeholders other than related parties, including non-controlling shareholders. Where a material related-party transaction has a bearing on the interests of a Supervisory Board member, he/she is precluded from voting on the resolution whether to consent to such transaction. The requirement to secure the Supervisory Board’s prior consent to a material related-party transaction and to announce its execution on the Company’s corporate website under Art. 90j.1 of the Act does not apply to: a) recurring arm’s-length transactions concluded by the Company in the ordinary course of business; b) transactions concluded by the Company with its wholly-owned subsidiaries; c) transactions consisting in payment of remuneration to members of the Management Board or Supervisory Board in accordance with the Company’s Remuneration Policy. The Supervisory Board is required to give its consent or refuse to give it in the form of a resolution.*