

**Resolution No. 03/04/2024**  
**of the Supervisory Board of UNIMOT S.A. (the "Company")**  
**of 23 April 2024**

on: *Adoption of the Report of the Supervisory Board*

**§ 1**

- 1) The Supervisory Board of the Company, acting on the basis of § 20 item 2 letter c of the Articles of Association of the Company and § 3 item 2 letter b-c of the Regulations of the Supervisory Board, hereby adopts, for submission to the Ordinary General Meeting, the Report of the Supervisory Board, comprising:
- a) Report on the operations of the Supervisory Board in the 2023 financial year,
  - b) An assessment of the Company's position in the financial year 2023, including an assessment of the internal control system, the risk management system, compliance and the internal audit function,
  - c) Evaluation of the Company's Annual Financial Statements for the financial year 2023,
  - d) Evaluation of the Annual Consolidated Financial Statements for the financial year 2023,
  - e) Evaluation of the Management Board's Report on the Company's operations for the financial year 2023,
  - f) Evaluation of the Management Board's Report on the Group's operations for the financial year 2023,
  - g) Evaluation of the Management Board's proposal concerning the distribution of profit for the financial year 2023.
- 2) 2) The report of the Supervisory Board referred to in point 1 is attached as **Appendix No. 1** to this resolution.

**§ 2**

The resolution is effective from the date of its adoption.

**§ 3**

The resolution was adopted by open vote.

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

Andreas Golombek  
Chairman of the Supervisory Board

Bogusław Saława  
Vice-Chairman of the Supervisory Board

Piotr Cieślak  
Member of the Supervisory Board

Piotr Prusakiewicz  
Member of the Supervisory Board

Ryszard Budzik  
Member of the Supervisory Board

Lidia Banach – Hoheker  
Member of the Supervisory Board

Isaac Querub  
Member of the Supervisory Board

REPORT ON THE OPERATIONS OF THE SUPERVISORY BOARD IN 2023 TOGETHER WITH AN ASSESSMENT OF THE COMPANY'S SITUATION, THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS, THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S OPERATIONS, THE MANAGEMENT BOARD'S REPORT ON THE GROUP'S OPERATIONS AND THE MANAGEMENT BOARD'S PROPOSAL ON THE DISTRIBUTION OF PROFIT FOR THE FINANCIAL YEAR 2023

I. REPORT ON THE OPERATIONS OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2023

1. Composition of the Supervisory Board.

The Supervisory Board of the Company in the period from 1 January 2023 to 31 December 2023 operated with the following composition:

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

The members of the Supervisory Board Andreas Golombek, Piotr Cieślak, Piotr Prusakiewicz, Isaac Querub, Ryszard Budzik and Lidia Banach - Hoheker meet the criteria for independence as set out in the Act of 11 May 2017 on statutory auditors, audit firms and public supervision and have no real and significant relationship with a shareholder holding at least 5% of the total number of votes in the Company.

2. Composition of the Audit Committee.

An Audit Committee operates within the Supervisory Board. The Audit Committee of the Supervisory Board in the period from 1 January 2023 to 31 December 2023 operated with the following composition:

- Piotr Cieślak – Chairman of the Audit Committee,
- Piotr Prusakiewicz - Member of the Audit Committee,
- Ryszard Budzik – Member of the Audit Committee,
- Lidia Banach – Hoheker – Member of the Audit Committee.

The Supervisory Board concludes that the Company has complied with the regulations on the appointment, composition and operation of the audit committee, including with regard to its members' fulfilment of the independence criteria and the requirements to have knowledge and skills in the industry in which the Company operates and in accounting or auditing. During the financial year 2023, the Audit Committee performed the tasks stipulated for the audit committee in the applicable regulations and presented a report on its operations. In the financial year 2023, the Audit Committee held 5 meetings, carrying out its core tasks in full in its activities, in particular monitoring the following: (i) financial reporting processes and the effectiveness of the control systems for these processes; (ii) effectiveness of internal control systems, compliance, risk management systems and internal audit function; (iii) work plans, specific audit tasks and outputs of internal audit work; (iv) audit activities carried out by the audit firm.

The Committee continually informed the Supervisory Board of the results of its work and presented an appropriate annual report on its operations.

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

The Supervisory Board exercised constant supervision over the Company's operations. For the proper performance of its functions, the Supervisory Board was in constant contact with the Management Board of the Company and actively participated in all matters of importance to the Company's operations. In accordance with the provisions of the Commercial Companies Code and the Company's Articles of Association, and with a view to the current interests of the Company, the Supervisory Board held meetings, discussing current issues of the Company and adopting relevant resolutions. In 2023, the Supervisory Board held a total of five meetings (including remote meetings) on the following dates:

- 6 March 2023,
- 20 April 2023,
- 23 May 2023,
- 14 September 2023,
- 22 November 2023.

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

During the reporting period, the Supervisory Board monitored and discussed with the Management Board the overall situation of the Company, in particular the financial results of the Company and the Group (annual, half-yearly, quarterly), the situation of the Company's operating business segments, and the development plans for new business segments. The Board supervised the Company's operations by examining the information and written reports presented by the Management Board and members of the Company's key management personnel regarding: (i) the financial situation of the Company, including the Company's periodic reports; (ii) operational, investment and personnel matters of the Company; (iii) implementation of the defined directions for the development of the Company's operations; (iv) the subject of the resolutions adopted by the Management Board; (v) transactions which significantly affect or may affect the Company's financial position; (vi) internal control mechanisms, risk management, compliance, internal audit, corporate governance, disclosure obligations. The Board received updates from the Management Board and members of the Company's key management personnel on the aforementioned information and relevant information about the companies in the capital group. All information and reports presented to the Supervisory Board were subject to in-depth analysis during Supervisory Board meetings attended by the Management Board and members of the Company's key management personnel. The Supervisory Board meeting dedicated to the evaluation of the annual financial statements was attended by the key auditor, who presented the audit report to the Supervisory Board. The Supervisory Board's operations, in addition to formal meetings, also focused on supporting the Management Board by participating in working meetings and consultations. During the reporting period, the Supervisory Board in particular adopted resolutions concerning:

- Approval of the Company's budget for 2023;
- Presentation to the General Meeting of the results of the evaluation of the annual financial statements for 2022 and evaluation of the Management Board's proposal on the distribution of the Company's profit for 2022;
- Adoption of the Supervisory Board's Report on its operations for 2022;

- Consideration of the Report of the Supervisory Board on the remuneration of the Management Board and the Supervisory Board of the Company for the year 2022;
- Opinion on the resolutions of the Ordinary General Meeting of the Company;
- Appointment of new members of the Management Board of the Company.

## II. ASSESSMENT OF THE COMPANY'S SITUATION IN THE FINANCIAL YEAR 2023 ON A CONSOLIDATED BASIS, INCLUDING AN ASSESSMENT OF THE INTERNAL CONTROL SYSTEMS, RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDIT FUNCTION

The Supervisory Board has positively assessed the Company's situation, and the Board has formed its assessment based on its evaluation of the Management Board's statements for 2023 and on the reports and data on the Company's operations presented by the Management Board and members of key management personnel to the Supervisory Board and the Audit Committee at meetings and outside meetings. In 2023, the Company implemented its business strategy and strengthened the value of the Unimot Group by carrying out acquisition and organic growth projects that are important for its development. The completed acquisitions and subsequent integration activities of logistics and bitumen assets (currently Unimot Terminale sp. z o.o. and its subsidiaries), rail transport services assets (Olavion sp. z o.o.), logistics and trading operations in the energy raw materials industry (Unimot Commodities sp. z o.o.) and aviation fuel sales (Unimot Aviation sp. z o.o.), effectively contributed to strengthening the Unimot Group's market position. The company also continued its projects to further develop the construction of the AVIA franchised station chain and to develop its own logistics base (rolling stock). At the Company, the internal control system, risk management system, compliance and internal audit functions consist of all the solutions, both institutional and operational, developed and implemented by the Company's management and staff, in particular the risk assessment, internal control and compliance assessment mechanisms embedded in the Company's business processes. The Company has an internal audit function operating in accordance with the Internal Audit Charter approved by the Board. The Supervisory Board, together with the Audit Committee, assessed and monitored the issue of the functioning of the above systems during the current reporting year based on reports and data provided by the Management Board and key management personnel. The Internal Auditor provided the Audit Committee and the Supervisory Board with an evaluation report on the aforementioned systems and functions. Accordingly, the Supervisory Board considers the functioning of the aforementioned systems and functions to be appropriate and adequate for the Company and its Group. The Supervisory Board also regards the Management Board's system of providing the Board with information on the Management Board's resolutions and their subject matter, on the Company's asset situation, on progress in implementing the set directions for the development of operations and on transactions and other events or circumstances that may materially affect the Company's asset situation as effective and appropriate.

## III. EVALUATION OF THE STANDALONE STATEMENTS FOR THE FINANCIAL YEAR 2023

Pursuant to article 382 § 3 of the Code of Commercial Partnerships and Companies. and § 20(2)(a) of the Company's Articles of Association, the Supervisory Board reviewed and evaluated the Company's financial statements for the financial year 2023. The Supervisory Board evaluated the Company's financial statements consisting of:

- The Company's standalone statements of financial position showing a balance sheet total of PLN 848,767 thousand;

- The Company's standalone statements of total revenues showing a net profit of PLN 45 039 thousand;
- The Company's standalone statements of cash flows showing net operating activity cash flows of PLN 23, 182 thousand;
- The Company's standalone statements of changes in equity showing a level of equity of PLN 365, 731 thousand..

The Supervisory Board, guided by its own findings as well as by the auditor's opinion and the report on the audit of the standalone statement, positively assesses the statements in question with regard to their compliance with the books, documents and facts. The Board concludes that the statements submitted have been prepared in compliance with applicable laws and fairly reflect the financial and economic position of the Company.

#### IV. EVALUATION OF THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S OPERATIONS FOR THE FINANCIAL YEAR 2023

Pursuant to Article 382 § 3 of the Commercial Companies Code and § 20(2)(a) of the Company's Articles of Association, the Supervisory Board has reviewed and assessed the Management Board's report on the Company's operations for the financial year 2023. The Supervisory Board positively assesses the report in question in terms of its compliance with the books, documents and facts. The report in question presents a correct picture of the development and achievements as well as the financial and asset situation of Unimot S.A.

#### V. EVALUATION OF THE MANAGEMENT BOARD'S PROPOSAL ON THE DISTRIBUTION OF PROFIT FOR THE FINANCIAL YEAR 2023

The Supervisory Board, acting pursuant to Article 382 § 3 of the Code of Commercial Partnerships and Companies, gives a positive opinion on the Management Board's proposal regarding the distribution of profit for the 2023 financial year and recommends that the Ordinary General Meeting adopt a resolution in this matter in line with the Management Board's proposal.

#### VI. EVALUATION OF THE FINANCIAL STATEMENTS OF THE UNIMOT S.A. CAPITAL GROUP IN THE FINANCIAL YEAR 2023

Pursuant to Article 382 § 3 of the Commercial Companies Code and the Company's Articles of Association, the Supervisory Board has reviewed and evaluated the financial statements of the UNIMOT Group for the financial year ended 31 December 2023. The Supervisory Board, guided by its own findings as well as by the statutory auditor's opinion and report on the audit of the aforementioned financial statements, positively assesses the statements in question in terms of their compliance with the books, documents and facts. The Board concludes that the statements submitted have been prepared in compliance with the applicable legal regulations and fairly reflect the financial and economic situation of the UNIMOT capital group.

#### VII. EVALUATION OF THE MANAGEMENT BOARD'S REPORT ON THE OPERATIONS OF THE UNIMOT S.A. CAPITAL GROUP IN THE FINANCIAL YEAR 2023

Pursuant to Article 382 § 3 of the Commercial Companies Code and the Company's Articles of Association, the Supervisory Board positively assesses the statements in question in terms

of their conformity with the books, documents and facts. The statements in question present a correct picture of the development and achievements as well as the financial and asset situation of the Unimot S.A. capital group.

#### VIII. EVALUATION OF THE APPLICATION OF CORPORATE GOVERNANCE RULES BY THE COMPANY AND THE MANNER OF FULFILLING INFORMATION OBLIGATIONS CONCERNING THEIR APPLICATION

The company is subject to the set of corporate governance principles adopted in the document " Best Practices of Companies Listed on the WSE 2021". The Supervisory Board positively assesses the Company's application of the relevant corporate governance principles and the manner in which it fulfils its information obligations. A particular expression of the adequate information policy is the Company's distinctions in industry rankings, in particular the award , "Capital Market Hero" in the category , "Listed Company" received by the Company in May 2023 during the conference ,, Wall Street 27" in Karpacz for the best investor relations among companies outside WIG20 and mWIG40 in the poll organised by the Association of Individual Investors and a distinction in the prestigious ranking "Stock Exchange Company of the Year" organised by Puls Biznesu, where the Company took third place in the "Management Board Competence" category and was ranked among the ten best listed companies.

#### IX. EVALUATION OF THE REASONABLENESS OF CHARITABLE EXPENDITURE.

In connection with Rule 2.11.5 of the WSE Code of Best Practice 2021, which provides for the Board's assessment of the Company's expenditure on supporting social organisations (charitable purposes), the Board considered the expenditure incurred in the reporting year for the aforementioned purposes to be reasonable.

#### X. CONCLUSIONS

The Supervisory Board, taking into account the results of the evaluation of the financial statements, the Management Board's report on the Company's operations in 2023 and also having regard to the overall conditions in which the Company operated in 2023, as well as having taken note of the opinion of the Company's statutory auditor, gives a positive opinion on the following documents and requests the Ordinary General Meeting of UNIMOT S.A. to:

- a) approve the Company's financial statements for the financial year 2023,
- b) approve the Management Board's report on the Company's operations for the financial year 2023,
- c) approve the financial statements of the UNIMOT Group for the financial year 2023,
- d) approve the Management Board report on the operations of the UNIMOT capital group for the financial year 2023,
- e) adopt a resolution on the distribution of profit for the financial year 2023 in accordance with the proposal of the Management Board of the Company, and
- f) grant discharge to the Members of the Management Board of the Company for the performance of their duties in 2023..

Andreas Golombek  
Chairman of the Supervisory Board

Bogusław Satława  
Vice-Chairman of the Supervisory  
Board

Piotr Cieślak  
Member of the Supervisory Board

Piotr Prusakiewicz  
Member of the Supervisory Board

Ryszard Budzik  
Member of the Supervisory Board

Lidia Banach - Hoheker  
Member of the Supervisory Board

Isaac Querub  
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