

**Resolution No. 1  
of the Ordinary General Meeting of Unimot S.A.  
of 17 June 2024**

con: election of the Chairman of the General Meeting

§ 1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, elects \_\_\_\_\_ as the Chairman of the General Meeting.

§ 2.

The resolution shall enter into force upon adoption

**Resolution No. 2  
of the Ordinary General Meeting  
of Unimot S.A. with its registered office in Zawadzkie  
of 17 June 2024**

on: approval of the annual financial statements of Unimot S.A. for 2023

§1.

The Ordinary General Meeting of Unimot S.A., with its registered office in Zawadzkie, acting pursuant to Article 395 § 2(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 2023, which include:

- Company's standalone statements of financial position,
- standalone statements of total revenues showing a net profit of PLN 45 039 491 40 gr,
- standalone statements of cash flows,
- standalone statements of changes in equity,
- explanatory information.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 3  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: approval of the financial statements of the UNIMOT Group for the financial year 2023

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Article 395 § 5 of the Code of Commercial 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 the UNIMOT Capital Group for the financial year 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 4**  
**of the Ordinary General Meeting**  
**of Unimot S. A. with its registered office in Zawadzkie**  
**of 17 June 2024**

on: approval of the Management Board's report on the operations of Unimot S.A. and the Unimot Group for 2023 and the report of the Supervisory Board for 2023

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, acting pursuant to Article 395 § 2(1) of the Code of Commercial Companies and the provisions of section 2.11 of the "Code of Best Practice for WSE Listed Companies 2021", 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 Management Board's report on the operations of Unimot S.A. and the Unimot Group in the period from 1 January to 31 December 2023 and approves the report of the Supervisory Board for 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 5  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: distribution of profit for the financial year 2023

§1.

The Ordinary General Meeting of Unimot S.A. with its registered office in Zawadzkie, having familiarised itself with the proposal of the Company's Management Board and the results of the assessment carried out by the Supervisory Board (contained in the report of the Supervisory Board), acting pursuant to art. 395 § 2 pt. 2 of the Code of Commercial Companies, decides to allocate the individual net profit of Unimot S.A. generated in the financial year 2023 in the amount of PLN 45 039 491 40 gr in the following manner:

- a) to allocate a part of the profit of PLN 32 791 272 to the payment of dividends to Unimot S.A. shareholders, i.e. PLN 4 per one Unimot S.A. share;
- b) to allocate the remaining part of the profit in the amount of PLN 12 248 219 40 gr to the supplementary capital of Unimot S.A.

§2.

The date on which the list of Shareholders entitled to dividend payment for the financial year ended 31 December 2023, referred to in § 1 of this Resolution (dividend day), is determined is 26 June 2024. The dividend payment date is set for 10 July 2024.

§3.

The resolution shall enter into force upon adoption.

**Resolution No. 6  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Adam Sikorski, President of the Management Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 7  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Robert Brzozowski, Vice-President of the Management Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 8  
of the Ordinary General Meeting  
of Unimot S.A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Filip Kuropatwa, Vice-President of the Management Board for Finance, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 9  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Piotr Cieślak, Member of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 10  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Isaac Querub, Member of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 11  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Piotr Prusakiewicz, Member of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 12  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Bogusław Satława, acting as the Deputy Chairman of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 13  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Ryszard Budzik, Member of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 14  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge 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 hereby decides to grant discharge to Mr Andreas Golombek, acting as Chairman of the Supervisory Board, in respect of the performance of his duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 15  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: granting discharge to Ms Lidia Banach-Hoheker

§1.

Acting pursuant to art. 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 hereby decides to grant discharge to Ms Lidia Banach-Hoheker, Member of the Supervisory Board, in respect of the performance of her duties during the period from 1 January to 31 December 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 16  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: adopting 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 of Unimot S.A. for the year 2023

§1.

Acting on the basis of art. 395 § 2<sup>1</sup> of the Code of Commercial Companies and art. 90g par. 6 of the Act of 29.07.2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies, taking into account the assessment of the Report of the Supervisory Board on the remuneration of the members of the Management Board and the Supervisory Board of Unimot S.A. for the year 2023, made by the statutory auditor, the Ordinary General Meeting of Unimot S.A. expresses a positive opinion on the Report of the Supervisory Board on the remuneration of the members of the Management Board and the Supervisory Board of Unimot S.A. for the year 2023.

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 17  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: adoption of a resolution to amend the remuneration policy for members of the Management Board and Supervisory Board of Unimot S.A. of 3 June 2020

§1.

The Ordinary General Meeting of Unimot S.A., acting on the basis of Article 90e(4) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, resolves to amend the Remuneration Policy for the Members of the Management Board and the Supervisory Board of Unimot S.A. adopted by Resolution No. 18 of the Ordinary General Meeting of Unimot S.A. of 3 June 2020 and adopts its new uniform content in the wording set out in Appendix No. 1 to this resolution.

§2.

The resolution shall enter into force upon adoption.

***Appendix No. 1 to Resolution No. 17 of the Ordinary General Meeting of Unimot S.A. of 17 June 2024***

**REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGEMENT AND  
SUPERVISORY BOARDS  
UNIMOT JOINT STOCK COMPANY**

*as adopted by resolution of the Ordinary General Meeting of 17 June 2024.*

**§1**

**LEGAL BASIS AND OBJECTIVES**

1. Pursuant to Article 90d of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2024, item 620, hereinafter referred to as the "Act"), this Remuneration Policy at UNIMOT Spółka Akcyjna is hereby established.
2. The remuneration policy has been developed and will be updated with the following objectives in mind:

- a. Supporting the implementation of UNIMOT S.A.'s business strategy and long-term interests,
- b. contributing to the stability of the Company,
- c. countering the emergence of conflicts of interest.

## § 2

### DEFINITIONS

Definitions and abbreviations used in this Remuneration Policy have the following meanings:

- A. **Company or UNIMOT S.A.** - UNIMOT Joint Stock Company with registered office in Zawadzkie, address: Świerklańska Street 2A (47-120 Zawadzkie), entered in the register of entrepreneurs, kept by the District Court in Opole, VIII Economic Department of the National Court Register under the KRS number 0000382244, with the share capital amounting to 8 197 818 PLN, paid in full, using the NIP number 7561967341;
- B. **Key position holder** - a member of the Company's Management Board or Supervisory Board;
- C. **Policy** - this Remuneration Policy at UNIMOT S.A.;
- D. **Supervisory Board** - Supervisory Board of UNIMOT S.A.;
- E. **Management Board** - Management Board of UNIMOT S.A.

## § 3

### GENERAL PROVISIONS

1. The Policy sets out, in particular, the principles for the remuneration of Persons holding key positions, including the rules for the award of variable remuneration components to such Persons.
2. The remuneration of Key Position Holders will, subject to § 5.13 *in fine of the Policy*, be paid exclusively out of the Company's funds, taking particular account of the scale of the Company's business and financial position, its objectives, compliance with internal policies and procedures, as well as the function performed by such person and the responsibility assigned to him for the Company's business areas.
3. Where remuneration is split into fixed and variable components depending on financial and non-financial performance, in order to be able to have a flexible policy on variable components of performance-based remuneration, the variable

component of remuneration may exceed 100% of the fixed component of the total remuneration of each Key Position Holder.

4. When entering into a legal relationship with Key Position Holders, the Company takes due care to ensure that the remuneration for their roles reflects the financial and non-financial performance achieved over an extended period of at least one year and that the rules relating to such payments are defined in such a way as to prevent the rewarding of poor performance.
5. The Company does not apply, in relation to Key Position Holders:
  - a. incentive programmes,
  - b. pension benefit plans (with the exception of occupational funded plans),
  - c. early retirement schemes.

#### **§ 4**

#### **DESCRIPTION OF THE VARIABLE AND FIXED COMPONENTS OF REMUNERATION**

1. The fixed remuneration of the Key Position Holders is set as a monthly base rate, in the document defining the legal form of the exercise of their functions in the Company, i.e. in particular in the employment contract, management contract or in the resolution of the General Meeting (in the case of members of the Supervisory Board) or in the resolution of the Supervisory Board or the relevant agreement (in the case of members of the Management Board) granting remuneration for the exercise of functions by the Key Position Holders.
2. The determination of the fixed remuneration of Key Position Holders takes into account:
  - a. the workload required to perform the position,
  - b. the duties, tasks and responsibilities associated with the function,
  - c. the level of salaries for a similar position applied by other operators in the market.
3. The variable components of performance-based remuneration are paid on the basis of transparent rules and criteria and in a manner that ensures effective implementation of the Policy. Variable remuneration may be based on an assessment of the performance of the relevant Key Position Holder or the Company's financial or non-financial result achieved in the financial year.
4. The total remuneration of all Key Position Holders should take into account the Company's business objectives, interests and performance.

5. The Company documents the process of determining remuneration amounts, setting targets for Key Position Holders and the payment of remuneration.
6. Performance-based variable remuneration components may only be attributed or paid if their attribution or payment does not limit the Company's ability to increase its equity, does not affect its stability, and will not jeopardise the continuity or stability of the Company's business.
7. The amount of performance-related variable remuneration components may be reduced or their payment suspended when failure to do so could adversely affect the Company's ability to meet its maturing monetary obligations. This is decided by the General Meeting (in respect of the Supervisory Board members) or the Supervisory Board (in respect of the Management Board members). The Company does not provide for the possibility of requesting the reimbursement of variable remuneration components.
8. When establishing this Policy, the Company takes into account the conditions of work and remuneration of UNIMOT S.A. employees other than members of the Management Board and the Supervisory Board (hereinafter: "Employees") in such a way that, on the one hand, the work of the Employees is adequately remunerated, determining the amount of their remuneration based on the same criteria as those indicated in para. 2 and, on the other hand, to ensure the motivational nature of the remuneration of Key Position Holders, taking into account the extent of their responsibility towards the Company and thus providing them with a basis for their involvement, which has a direct bearing on the achievement of the objectives set out in § 1(2) of the Policy.

## **§ 5**

### **THE LEGAL RELATIONSHIP BETWEEN THE COMPANY WITH KEY POSITION HOLDERS**

1. Key Position Holders - members of the Company's Supervisory Board - are bound to the Company by a corporate relationship resulting from their appointment to the Company's Supervisory Board, and none of the aforementioned persons has concluded an employment contract, a contract of mandate, a contract for specific work or another contract of a similar nature in connection with the performance of the functions of a member of the aforementioned body.
2. Key Position Holders - members of the Company's Management Board - have a corporate relationship with the Company by virtue of their appointment to the

Company's Management Board. The members of the Management Board may enter into employment contracts, management contracts or other civil law contracts with the Company in connection with their functions.

3. The Management Board maintains a list of positions covered by this Policy, attached as *Appendix 1*. The list is subject to update in the event of organisational or personnel changes. No resolution of the General Meeting is required to amend the List.

## **MEMBERS OF THE SUPERVISORY BOARD**

4. Members of the Supervisory Board are appointed and removed to office by resolution of the General Meeting for a joint term of five years.
5. Members of the Supervisory Board are entitled to a monthly remuneration in the amount determined by resolution of the General Meeting. Members of the Supervisory Board may participate in the Employee Equity Plan implemented in the Company under the terms and conditions set out in the Act of 04.10.2018 on Employee Equity Plans, under the terms and conditions set out in the aforementioned Act.
6. Remuneration is payable irrespective of the frequency of formally convened meetings of the Supervisory Board.
7. Remuneration shall not be due for the month in which a member of the Supervisory Board was not present at a convened meeting for unjustified reasons. The excusal or non-excused absence of a member of the Supervisory Board from a meeting of the Supervisory Board shall be decided by the Supervisory Board in the form of a resolution or by the Chairman of the Board.
8. The remuneration shall be calculated in proportion to the number of days in office when the appointment or dismissal, respectively, has taken place during the calendar month.
9. Remuneration is paid in arrears, by the 10th of each calendar month.
10. During the period of remuneration, the Company also covers adequate costs directly related to the participation in the work of the Supervisory Board, in particular travel costs from the place of residence to the place of the Supervisory Board meeting and back, accommodation and meal costs incurred in connection with the Supervisory Board meeting (Article 392 § 3 of the Commercial Companies Code).

## **MEMBERS OF THE MANAGEMENT BOARD**

11. The members of the Management Board are appointed and removed from office on the basis of a resolution of the Supervisory Board, for a joint term of five years. It is permissible to appoint the same persons for subsequent terms of office on the Board.
12. Members of the Management Board are entitled to a monthly remuneration in an amount to be determined by resolution of the Supervisory Board or set out in a relevant agreement.
13. In accordance with the Company's generally applicable laws and internal regulations, additional benefits may be granted to members of the Management Board: technical tools and equipment necessary for the performance of their duties, company car, co-financing of private medical insurance and subscriptions entitling them to use sports facilities, etc. Members of the Management Board may participate in the Employee Equity Plan implemented in the Company under the terms of the Act of 04.10.2018 on Employee Equity Plans once the conditions of the aforementioned Act have been met. Members of the Company's Management Board may receive remuneration (fixed or variable remuneration) for their role as a member of the Management Board or Supervisory Board of a direct or indirect subsidiary of the Company and also for employment contracts or civil law contracts concluded with the aforementioned companies related to their role as a member of the Management Board of such subsidiary.
14. All contracts in respect of the employment or civil law relationship between members of the Management Board and the Company shall be signed by the Chairman of the Supervisory Board or another member of the Supervisory Board, pursuant to an authorisation granted by a resolution of the Supervisory Board. The same procedure shall be followed for all actions related to the performance of the function of a member of the Management Board.

## **§ 6**

### **AUTHORISATION FOR THE SUPERVISORY BOARD**

1. The General Meeting authorises the Supervisory Board to detail the elements of the Policy to the extent and within the following limits:
  - a. a description of the fixed and variable components of remuneration, as well as bonuses and other monetary and non-monetary benefits that may be granted to members of the Management Board and Supervisory Board,

- whereby, with respect to the Supervisory Board, the aforementioned description requires the approval of the General Meeting of the Company,
- b. establish clear, comprehensive and differentiated financial and non-financial performance criteria for the allocation of variable remuneration to members of the Management Board, including criteria relating to the consideration of social interests, the Company's contribution to the protection of the environment and the undertaking of measures aimed at preventing and eliminating the negative social effects of the Company's operations,
  - c. where the Company grants remuneration in the form of financial instruments to members of the Management Board or Supervisory Board, the determination of the periods in which entitlement to receive remuneration in this form is acquired, the rules for disposing of these financial instruments and an explanation of how the granting of remuneration in the form of financial instruments contributes to the achievement of the objectives set out in § 1(2) of the Policy.
2. The General Meeting obliges the Supervisory Board and the Management Board to publish on the Company's website, in the section dedicated to investor relations, the resolutions of the Supervisory Board on the detailing of this Policy adopted by the Supervisory Board within the framework of the authorisation granted in this § 6.

## **§ 7**

### **A DESCRIPTION OF THE MEASURES TAKEN TO AVOID OR MANAGE POLICY-RELATED CONFLICTS OF INTEREST**

1. The Company ensures that the structure and level of remuneration of Key Position Holders corresponds to market conditions and is aimed at retaining persons who meet the criteria required to serve as a member of the Management Board or Supervisory Board, in a manner that takes into account the interests of shareholders as well as preventing conflicts of interest between members of the Management Board, Supervisory Board and shareholders.
2. All Key Position Holders are required to be aware of this Policy and to comply with its provisions.
3. The Company uses the following instruments to avoid, identify, minimise and manage conflicts of interest related to the Policy:

- a. the division of duties of Key Position Holders in such a way as to avoid situations where one Key Position Holder performs activities that give rise or may give rise to a conflict of interest,
  - b. Implementing this Remuneration Policy in such a way as not to create conflicts of interest or incentives that may lead Key Position Holders to put their own interests ahead of those of the Company,
  - c. overseeing the process of undertaking competitive activities by Key Position Holders.
4. The General Meeting declares that the Company has in force the Regulations for the identification, management and prevention of Conflicts of Interest of Members of UNIMOT S.A.'s Bodies, adopted on the basis of a resolution of the General Meeting, constituting a regulation complementary to this Policy.

## **§ 8**

### **ANNUAL REMUNERATION REPORT**

1. The implementation of the Policy shall be reviewed at least once a year. The review shall be carried out by the Supervisory Board in the form of the report referred to in paragraph 2 below.
2. The Supervisory Board prepares a written remuneration report annually providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual members of the Management Board and Supervisory Board in the last financial year, in accordance with the Policy.
3. The members of the Supervisory Board of the Company are responsible for the information contained in the remuneration report. In particular, the report contains the information set out in Article 90g (2) of the Act.
4. The General Meeting of Shareholders once a year passes a resolution assessing whether the Policy is conducive to the development and security of the Company's operations.

## **§ 9**

### **IMPLEMENTATION, ENTRY INTO FORCE AND CHANGES TO THE POLICY**

1. The Management Board is responsible for the information contained in the Policy and its implementation, taking into account the specific role of the Supervisory Board in determining the remuneration principles for the members of the Management Board and the detailing by the Supervisory Board of the elements of the Policy to the extent and within the limits set out in § 6.

2. A resolution on the Remuneration Policy is adopted at least every four years. A resolution of the General Meeting is required to amend the Policy. The Supervisory Board is involved in consultations and work on amendments to the Policy.
3. This Policy shall enter into force on the date of its adoption.
4. The Policy, in the scope it regulates it, is the document that overrides other documents adopted by the Company with regard to the remuneration arrangements for Key Position Holders.
5. This Policy replaces the Remuneration Policy for members of the Management Board and Supervisory Board adopted pursuant to Resolution 18 of the Ordinary General Meeting of the Company of 3 June 2020.
6. This Policy does not materially change the previous Remuneration Policy indicated in paragraph 5 above.
7. In matters not covered by this Policy, the provisions of the Act shall apply accordingly.

*Appendix No. 1 to the Remuneration Policy for Members of the Management Board and Supervisory Board of Unimot S.A.*

**List of positions covered by the Policy:**

1. President of the Management Board (CEO).
2. Vice-Presidents of the Management Board
3. Chairman of the Supervisory Board.
4. Vice-Chairman of the Supervisory Board.
5. Member of the Supervisory Board.

**Resolution No. 18  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: amendment of § 20 section 2 item f. of the Company's Articles of Association

The Ordinary General Meeting of Unimot S.A., acting pursuant to Article 430 § 1 of the Code of Commercial Companies, resolves as follows:

§1.

The Ordinary General Meeting of Unimot S.A. hereby resolves to amend the provision of § 20, section 2, item f. of the Company's Articles of Association to read as follows:

"f. the selection or change of the statutory auditor to audit and review the Company's financial statements and the selection or change of the audit firm for the legally required attestation of sustainability reporting."

§2.

The resolution shall enter into force upon adoption.

**Resolution No. 19  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

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

The Ordinary General Meeting, in connection with Resolution No. 18 on the material amendment of the Articles of Association adopted today (i.e. 17 June 2024), adopts the following consolidated text of the Company's Articles of Association:

**ARTICLES OF ASSOCIATION OF UNIMOT S.A. WITH ITS REGISTERED OFFICE  
IN ZAWADZKIE  
consolidated text**

**§1.**

1. The company will conduct business under the name: UNIMOT Joint Stock Company.
2. The founder of the Company is UNIMOT EXPRESS Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.

**§2.**

The Company's registered office is located in Zawadzkie.

**§3.**

The duration of the company is indefinite.

**§4.**

1. The Company operates in the territory of the Republic of Poland and abroad.
2. The company may establish branches and representative offices in the country and abroad.
3. The company may participate in domestic and foreign companies.

**§5.**

The Company's business according to the Polish Classification of Activities is:

- 06.10.Z Oil extraction,
- 06.20.Z Mining of natural gas,
- 09.10.Z Service activities incidental to oil and gas exploitation,
- 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 equipment and supplies,  
33.20.Z Installation of industrial machinery, equipment and appliances,  
35.11.Z Electricity generation,  
35.12.Z Transmission of electricity,  
35.13.Z Distribution of electricity,  
35.14.Z Electricity trading,  
35.21.Z Manufacture of gas fuels,  
38.11.Z Collection of non-hazardous waste,  
38.21.Z Treatment and disposal of non-hazardous waste,  
38.31.Z Dismantling of used products,  
41.20.Z Construction work for residential buildings  
and non-residential,  
43.13.Z Excavation and geological-engineering drilling,  
43.22.Z Plumbing, heat, gas and air-conditioning installation work,  
45.11.Z Wholesale and retail trade of cars and vans,  
45.19.Z Wholesale and retail trade of other motor vehicles, except motorbikes,  
45.31.Z Wholesale trade of parts and accessories for motor vehicles, except  
motorbikes,  
45.32.Z Retail trade of parts and accessories for motor vehicles, excluding motorbikes,  
45.40.Z Wholesale and retail trade, repair and maintenance of motorbikes and  
wholesale and retail trade of motorbike 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,  
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 of other household articles,  
46.69.Z Wholesale of other machinery and equipment,  
46.71.Z Wholesale of fuel and related products,  
46.73.Z Wholesale of wood, building materials and sanitary equipment,  
46.75.Z Wholesale of chemical products,  
46.76.Z Wholesale of other intermediate products,  
46.77.Z Wholesale 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 specialised shops,  
47.30.Z Retail sale of fuel for motor vehicles at service stations,

47.64.Z Retail sale of sports equipment in specialised shops,  
47.78.Z Retail sale of other new products in specialised shops,  
47.91.Z Retail sale via mail order houses or the Internet,  
49.41.Z Freight transport by road,  
52.10.A Storage and warehousing of gaseous fuels,  
52.10.B Warehousing and storage of other goods,  
52.21.Z Service activities incidental to land transportation,  
52.22.A Marine transportation support service activities,  
52.22.B Service activities incidental to inland waterway transportation,  
52.24.A Cargo handling at seaports,  
52.24.B Handling of goods at inland ports,  
52.24.C Cargo handling at other transshipment points,  
56.10.A Restaurants and other fixed catering establishments,  
56.10.B Mobile catering establishments,  
58.19.Z Other publishing activities,  
64.19.Z Other monetary intermediation,  
64.91.Z Financial leasing,  
64.92.Z Other forms of lending,  
64.99.Z Other financial service activities, n.e.c,  
excluding insurance and pension funds,  
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 Rental and leasing of cars and vans,  
77.12.Z Rental and leasing of other motor vehicles, except motorbikes,  
77.21.Z Rental and leasing of recreational and sports equipment.  
77.39.Z Rental 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 bookkeeping activities; tax consultancy,  
77.40.Z Leasing of intellectual property and similar products, excluding works  
protected by copyright,  
85.59 B Other extracurricular forms of education n.e.c,  
64.20.Z Activities of financial 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 consulting,  
71.12.Z Engineering activities and related technical consultancy,  
72.19.Z Research and development in other natural sciences and engineering,  
74.90.Z Other professional, scientific and technical activities n.e.c,  
78.10.Z Job search and recruitment activities.

**§6.**

1. The Company's share capital 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) Series B ordinary bearer shares 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) series D ordinary bearer shares numbered "000,000 001" to "000,103,797",
  - f) 400,000 (four hundred thousand) series E ordinary bearer shares numbered "000,000 001" to "000,400,000",
  - g) 400,000 (four hundred thousand) series F ordinary bearer shares numbered "000,000 001" to "000,400,000",
  - h) 400,000 (four hundred thousand) series G ordinary bearer shares numbered "000,000 001" to "000,400,000",
  - i) 400,000 (four hundred thousand) series H ordinary bearer shares numbered "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 terms of voting rights. The preference grants two votes to each series B share. The voting preference of a share expires if such share is converted into a bearer share.
3. At the moment of the incorporation of the Company, UNIMOT EXPRESS Spółka z ograniczoną odpowiedzialnością, with its registered office in Warsaw, took up 100,000 (one hundred thousand) A series registered shares numbered from "000,000 001" to "000,100,000", with a nominal value of PLN 1.00 (one zloty) each, covering them entirely with a cash contribution - cash.
4. The share capital was fully covered by a cash contribution before the Company was registered.
5. If there is an increase in the Company's share capital, shares in the Company's increased share capital may be taken up for both cash and non-cash contributions.

**§7.**

Shares in the Company may be redeemed. Redemption of shares requires a resolution of the General Meeting (subject to art.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 will 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. Disposal of the registered shares is not subject to the Company's approval or otherwise restricted, subject to the pre-emptive rights regulated in paragraphs 2 - 9 below.
2. In the event that a shareholder disposes of the Company's registered shares, the remaining shareholders holding the remaining registered shares have a pre-emptive right to acquire the shares in proportion to the number of registered shares held.
3. To ensure that the pre-emptive 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 exercising 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 sell the shares in the number and at the price offered by the purchaser.
4. In the case of an intention to dispose of registered shares, the purchase price per share for the exercise of the pre-emptive right shall be equal to the declared disposal 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, for 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 a declaration to the Company's Management Board that they have exercised their pre-emptive right and accepted the offer to sell the shares.

6. In the event that the declarations of exercise of the pre-emptive right include a number of shares in excess of the number to be disposed of, the Management Board of the Company will make a reduction in proportion to the number of shares included in the declarations of 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 intent 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 their 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 time limit for payment of the entire price for shares acquired by way of pre-emptive rights may not be longer than 90 (ninety) days from the date of transmission by the Company's Management Board to the interested parties of the list referred to in paragraph 7. If the time limit for payment for the shares lapses 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. Disposal of registered shares in breach of the obligations arising from the above provisions is ineffective against the Company and the shareholders entitled to priority rights.

#### **§11.**

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

#### **§12.**

1. The General Meeting may be ordinary or extraordinary.
2. The 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 stipulate stricter conditions for the adoption of resolutions.
5. General Meetings are held at the Company's registered office, either in Częstochowa or in Warsaw.
6. If the Management Board fails to adopt a resolution to convene the Ordinary General Meeting or convenes it on a date that does not fall within six months after

the end of the financial year, the right to convene the Ordinary General Meeting belongs to the Supervisory Board.

7. If, pursuant to the provisions of section 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 for 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:

- a. to consider and approve the report of the Management Board on the Company's operations and the financial statements for the past financial year and to discharge the members of the Company's bodies for the performance of their duties,
- b. adopting a resolution on profit distribution or loss coverage,
- c. determination of the dividend date,
- d. provision for claims for compensation for damage caused in the establishment of the Company or in the exercise of management or supervision,
- e. the disposal and lease of an undertaking or an organised part thereof and the creation of a limited right of property thereon,
- f. the issue of convertible or priority bonds and the issue of subscription warrants as referred to in art.453 §2 of the Code of Commercial Companies,
- g. the acquisition of own shares in the case referred to in art.362 §1 point 2 of the Commercial Companies Code and the authorisation to acquire them in the case referred to in art.362 §1 point 8 of the Commercial Companies Code,
- h. the conclusion of the agreement referred to in Article 7 of the Commercial Companies Code,
- i. determining the number and remuneration of the members of the Supervisory Board.

### **§14.**

1. Participation in the General Meeting by means of electronic communication is allowed, which includes in particular:
  - a. real-time transmission of the proceedings of the General Meeting by means of any data transmission technique chosen,
  - b. real-time two-way communication, whereby shareholders can speak during the General Meeting while in a location other than the venue of the General Meeting, using any data transmission technique of their choice.
2. A shareholder's voting rights may be exercised in person or by proxy both before and during the General Meeting.
3. The participation of Shareholders or their proxies in a General Meeting held using electronic means of communication, as well as the exercise of their voting rights,

shall be possible once the Chairperson of the General Meeting identifies such Shareholders or proxies by means of any method chosen by the Chairperson of the General Meeting that allows for proper identification, as well as maintaining the security of electronic communication.

**§15.**

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

**§16.**

1. The following are authorised to make declarations regarding the Company's property rights and obligations, including signing contracts and incurring 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 individually up to the amount of PLN 500,000.00 (five hundred thousand zlotys),
    - two members of the Management Board jointly or one member of the Management Board jointly with a Proxy in excess of PLN 500,000.00 (five hundred thousand zloty).
2. Each member of the Management Board is authorised to make declarations regarding the Company's non-property rights and obligations independently.

**§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 initiative or at the request of a Member of the Management Board or at the request of the Supervisory Board.

2. If the Company's Management Board consists of more than one person, resolutions of the Management Board may also be adopted outside the meeting of the Management Board in writing or by means of direct remote communication, 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 own initiative or at the request of any other member of the Management Board.
3. A member of the Management Board shall inform the Management Board of any conflict of interest in connection with his or her function or of the possibility of such a conflict arising, and shall refrain from taking part in discussions and from voting on a resolution on a matter in which a conflict of interest has arisen.
4. Detailed rules for the organisation and method 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 against expected dividends 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 the advance requires the approval of the Supervisory Board.

#### **§18.**

1. The Supervisory Board has 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 are appointed for a common term of office of 5 (five) years.
3. The number of members of the Supervisory Board is determined by the General Meeting.
4. Subject to paragraph 6 (sixth) below, the members of the Supervisory Board are appointed and removed by the General Meeting.
5. The Board operates on the basis of Rules of Procedure adopted by it, which define its organisation and the manner in which it carries out its operations.
6. At least two members of the Supervisory Board (and their relatives, in particular spouse, ascendants and descendants) appointed by the General Meeting (the "Independent Members") should meet the following criteria:
  - a. are not and have not been employees of the Company, the Company's

- subsidaries 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 director or in any other managerial position for the last five (5) years,
  - c. do not receive any additional remuneration (other than that due to their membership of the Supervisory Board) or any property benefits from the Company, its subsidiaries or parent companies,
  - d. are not a shareholder holding, directly or indirectly, shares in excess of 10 per cent (ten per cent) of the total number of votes at the general meeting or representatives, members of the management board, supervisory board or employees holding managerial positions with that shareholder,
  - e. are not, and have not been for the last three years, partners or employees of the current or former auditors of the Company or its subsidiaries,
  - f. do not have and have not had family relationships with members of the Company's Management Board, employees of the Company in managerial positions, legal counsel or the dominant shareholder for the last three (3) years,
  - g. do not have, and have not had for the past 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 significant supplier of goods or services (including financial, legal, advisory or consulting services), a significant customer or organisations receiving significant funds from the Company or its group,
  - h. have not been members of the Supervisory Board of the Company 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 from the Board of any Independent Board Member shall not affect the ability of the Supervisory Board to carry out and the validity of its actions, including, in particular, the resolutions adopted.
8. The Supervisory Board shall appoint an Audit Committee, responsible for overseeing 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 will be set out in the Regulations of the Audit Committee constituting an Appendix to the Regulations of the Supervisory Board.

9. A member of the Supervisory Board should provide the Management Board with written information on his/her relationship with a shareholder holding shares representing not less than 5% (five per cent) 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 to lose this characteristic.

**§19.**

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

**§20.**

1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.
2. The powers of the Supervisory Board include:
  - a. evaluation of the Management Board's reports on the Company's operations 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. assessing the Management Board's proposals for profit distribution or loss coverage,
  - c. to report annually in writing to the General Meeting on the results of its evaluation of the documents and proposals referred to in a and b above,
  - d. drawing up an annual report on the remuneration of members of the Management Board and members of the Supervisory Board,
  - e. the appointment and dismissal of the members of the Management Board, specifying their functions on the Board,
  - f. selecting or changing the statutory auditor to audit and review the Company's financial statements, and selecting or changing the audit firm for the legally required attestation of sustainability reporting,
  - g. representing the Company in a contract between the Company and a member of the Management Board of the Company, including the determination of remuneration for members of the Management Board, with the competences of the Supervisory Board being exercised by a Member of the Supervisory Board indicated in a resolution of the Board,
  - h. to consider and give its opinion on important matters to be the subject of resolutions of the General Meeting,
  - i. to suspend, for valid reasons, individual or all members of the Management Board and to delegate 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, who have resigned or who, for other reasons, are unable to perform their duties,
  - j. approving the annual financial plans (budgets) submitted by the Management

- Board and amendments to these budgets,
- k. approval of the Company's multi-annual financial and strategic plans prepared by the Management Board,
  - l. approving the Regulations of the Management Board,
  - m. authorising the advance payment of dividends,
  - n. to approve the conclusion by the Company of a significant agreement with entities related to a member of the Supervisory Board or the Management Board, as well as a shareholder and their related entities, with the exception of typical transactions concluded at arm's length in the course of business with a subsidiary in which the Company holds a majority capital share,
  - o. consenting to benefits of any kind from the Company and the Company's affiliates to the members of the Management Board.
3. A member of the Supervisory Board shall inform the other members of the Supervisory Board of any 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 maintains its accounts in accordance with current legislation.
2. The financial year of the company is the calendar year.
3. The company creates capital 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 organ of the company. The General Meeting decides on the use of the reserve capital.

**§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 Articles of Association, the provisions of the Commercial Companies Code shall apply.

**Resolution No. 20  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: dismissal of a member of the Supervisory Board

§ 1.

Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and § 18 par. 4 of the Articles of Association of Unimot S.A., the Extraordinary General Meeting of Shareholders of Unimot S.A. with its registered office in Zawadzkie dismisses the following persons from the composition of the Supervisory Board of Unimot S.A.: .....

§ 2.

The resolution shall enter into force upon adoption.

**Resolution No. 21  
of the Ordinary General Meeting  
of Unimot S. A. with its registered office in Zawadzkie  
of 17 June 2024**

on: appointment of a member of the Supervisory Board

§ 1.

Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and § 18 par. 4 of the Articles of Association of Unimot S.A., the Extraordinary General Meeting of Shareholders of Unimot S.A. seated in Zawadzkie appoints the following members of the Supervisory Board of Unimot S.A. for a joint five-year term of office: .....

§ 2.

The resolution shall enter into force upon adoption.