

Notice of the Annual General Meeting of **Auto Partner S.A.** **to be held on 24 May 2024**

The Management Board of Auto Partner S.A. of Bieruń, with its registered office at ul. Ekonomiczna 20, 43-150 Bieruń, Poland, entered in the National Court Register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. 0000291327 (the “**Company**”), acting pursuant to Art. 395, 399.1, 402¹, and 402 of the Commercial Companies Code (the “**Commercial Companies Code**”), hereby gives Notice of the Annual General Meeting of the Company to be held on **24 May 2024 at 10.00** at the Company’s registered office ul. Ekonomiczna 20, 43-150 Bieruń, Poland (the “**General Meeting**”), with 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.

Information on proposed amendments to the Company’s Articles of Association, as required under Art. 402.2 of the Commercial Companies Code

Acting pursuant to Art. 402.2 of the Commercial Companies Code, the Management Board hereby announces proposed amendments to the Company’s Articles of Association.

I. Art. 16.5 and Art. 16.6 shall be added to the Articles of Association.

Existing Art. 16, reading as follows:

“Art. 16

1. The Supervisory Board shall represent the Company in any agreements, contracts, and disputes between the Company and Management Board members. The same shall apply to all other legal transactions related to the employment or any other legal relationship between a Management Board member and the Company.
2. The Supervisory Board may resolve to designate one of its members to perform its powers and responsibilities under Art. 16.1.
3. Resolutions of the Management Board shall be passed by an absolute majority of votes cast. In the event of a voting tie, President of the Management Board shall have the casting vote.
4. The Management Board shall operate in accordance with the detailed Rules of Procedure as adopted by the Management Board and approved by the Supervisory Board.”

shall be amended to read as follows:

“Art. 16

1. The Supervisory Board shall represent the Company in any agreements, contracts, and disputes between the Company and Management Board members. The same shall apply to all other legal transactions related to the employment or any other legal relationship between a Management Board member and the Company.
2. The Supervisory Board may resolve to designate one of its members to perform its powers and responsibilities under Art. 16.1.
3. Resolutions of the Management Board shall be passed by an absolute majority of votes cast. In the event of a voting tie, President of the Management Board shall have the casting vote.
4. The Management Board shall operate in accordance with the detailed Rules of Procedure as adopted by the Management Board and approved by the Supervisory Board.
5. To fulfil its reporting obligations under Art. 380¹ of the Commercial Companies Code, the Management Board shall provide to the Supervisory Board:
 - a) such information as is referred to in Art. 380¹.1.1–3 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. 380¹.1.4–5 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 email address previously indicated by a member of the Supervisory Board to the Company. The Supervisory Board may, at its discretion, consent to the provision of this information in other form.”

II. Article 18.3 shall be amended:

Existing Art. 18.3, reading as follows:

“Art. 18

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 or best practice applicable to companies whose shares are listed on a regulated market on which the Company is to be listed.”

shall be amended to read as follows:

“Art. 18

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.”

III. Article 19.2 shall be amended.

Existing Art. 19.2, reading as follows:

“Art. 19

2. The notice of a Supervisory Board meeting, specifying the date and venue of the meeting as well as its proposed agenda, 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.”

shall be amended to read as follows:

“Art. 19

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.”

IV. Article 19.4 shall be amended.

Existing Art. 19.4, reading as follows:

“Art. 19

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.”

shall be amended to read as follows:

“Art. 19

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.”

V. Article 20.5 shall be amended.

Existing Art. 20.5, reading as follows:

“Art. 20

5. The Supervisory Board shall adopt its Rules of Procedure to define the procedure for conducting its activities. The Rules of Procedure for the Supervisory Board shall be approved by the General Meeting.”

shall be amended to read as follows:

“Art. 20

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

VI. Article 21.2 shall be amended.

Existing Art. 21.2, reading as follows:

“Art. 21

2. A Supervisory Board resolution on a matter referred to in Art. 21.1(j) shall be valid only if all the independent Supervisory Board members appointed in accordance with Art. 18.3. vote in its favour.”

shall be amended to read as follows:

“Art. 21

2. struck out.”

Organisation and attendance at General Meeting

The Management Board wishes to draw particular attention to the eligibility criteria for attending the General Meeting under Art. 406¹ of the Commercial Companies Code, which must be satisfied.

Eligible to attend the General Meeting shall only be persons who are Company shareholders on **8 May 2024** (the record date).

As per Art. 406² of the Commercial Companies Code, share pledgees and usufructuaries holding voting rights in the Company may attend the General Meeting if the limited property rights created in their favour are duly registered in the relevant securities account as at the record date.

In order to be able to attend the General Meeting, a shareholder, or a share pledgee or usufructuary, shall, no earlier than upon release of the notice of the General Meeting and no later than on **9 May 2024**, request that the entity maintaining their securities account issue a personal certificate confirming their right to attend the General Meeting, as provided for in Art. 406³.2 of the Commercial Companies Code.

A shareholder or shareholders representing at least one-twentieth of the Company’s share capital may request that certain items be placed on the agenda of the General Meeting. Such request shall be submitted to the Management Board at least twenty-one days prior to the scheduled date of the General Meeting and should contain reasons for or a draft resolution concerning the proposed agenda item. The request may be submitted by email sent to zarzad@autopartner.com A shareholder or shareholders representing at least one-twentieth of the Company’s share capital may, prior to the scheduled date of the General Meeting, submit to the Company’s Management Board (in writing or by email sent to zarzad@autopartner.com) draft resolutions concerning any items which have been placed or are to be placed on the Meeting’s agenda.

Draft resolutions on matters placed on the agenda may also be proposed by each shareholder during the General Meeting.

A shareholder who is a natural person may attend and exercise voting rights at the General Meeting in person or through a proxy. A shareholder other than a natural person may attend the General Meeting and exercise voting rights either through a person authorised to make declarations of will on the shareholder's behalf or through a proxy. A power of proxy granted by a shareholder shall be ineffective unless made in writing and attached to the minutes of the General Meeting or issued in electronic form. No secure electronic signature verifiable with a valid qualified certificate shall be required for the validity of a power of proxy issued in electronic form. A sample power-of-proxy form and proxy voting form may be downloaded from the Company's corporate website at: www.autopartner.com Using the power-of-proxy form available from the Company's corporate website is not obligatory, but any power of proxy granted must contain at the least the same details as are indicated in the form. The power-of-proxy notice must unequivocally identify the shareholder and the proxy (by specifying their identity and contact details, including phone numbers and email addresses). The notice must also specify the scope of the power of proxy, i.e. specify the number of shares that the proxy is authorised to vote and the date and name of the General Meeting at which the proxy may exercise this authority.

An electronic power of proxy must be accompanied by:

- (i) for a shareholder who is a natural person – a copy of their identity card, passport or other official identity document and the shareholder's consent to the processing of their personal data by the Company for the purposes of confirming the shareholder's identity and the validity of the electronic power of proxy;
- (ii) for a shareholder who is not a natural person – a copy of the shareholder's valid entry in the relevant register or other document confirming the authorisation of the shareholder's representative to represent the shareholder at the General Meeting.

The grant or revocation of an electronic power of proxy must be notified to the Company by email sent to: zarzad@autopartner.com by no later than 3pm on the date immediately preceding the General Meeting, with such notice to include a scanned copy of the power of proxy attached as a PDF or JPG file; the notifying shareholder shall exercise due care to ensure that the notice enables effective confirmation of the power of proxy's validity.

Upon arriving at the General Meeting but prior to signing the attendance list, the proxy must present the power-of-proxy instrument or, if the power of proxy was granted in electronic form, a valid copy thereof and a document enabling confirmation of the proxy's identity.

The authority to represent a shareholder other than a natural person must be evidenced by a copy of the shareholder's entry in the relevant register or other document confirming the authority to act as the shareholder's representative, to be presented at the time of registering attendance.

If further powers of proxy have been granted, a complete sequence of powers of proxy must be presented along with documents confirming the authority to act on behalf of preceding proxies. Details of the person(s) granting a power of proxy on behalf of a shareholder other than a natural person must be specified in a valid copy of the shareholder's entry in the relevant register.

The proxy is required to vote in accordance with the voting instructions received from the shareholder.

The Company does not provide for an option to attend or take the floor at the General Meeting via electronic means of communication, nor does it provide for an option to vote at the General Meeting by postal ballot or via electronic means of communication. Also, no live broadcast of the General Meeting will be arranged.

The list of shareholders eligible to attend the General Meeting as determined by the Company on the basis of the list prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) will be made available for inspection at the Company's registered office at ul. Ekonomiczna 20, 43-150 Bieruń, Poland everyday from 8:00am to 4:00pm in the period from 21 May to 23 May 2024.

Each shareholder may request that the list of shareholders eligible to attend the General Meeting be provided to him/her free of charge by email sent to the email address indicated by the shareholder.

Any matters not provided for in this notice shall be governed by the provisions of the Commercial Companies Code and the Articles of Association of the Company. Accordingly, all Company shareholders are encouraged to also read these regulations. To access the Company's Articles of Association, please visit the Company's corporate website at www.autopartner.com

Access to documents

As required under Art. 402³.1 of the Commercial Companies Code, all documents to be submitted to the General Meeting for consideration, including draft resolutions, will be available on the Company's corporate website from the date of this Notice. Any comments from the Company's Management Board or Supervisory Board concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the date of the General Meeting will be published on the Company's website as soon as practicable after they are prepared.

For information concerning the General Meeting, please visit the Company's corporate website at www.autopartner.com

The controller of your personal data is Auto Partner S.A. You may contact the Data Protection Officer by email at dpo@autopartner.com. Your data will be processed for the purposes of holding and conducting the General Meeting in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons in relation to the processing of personal data and on the free flow of such data and repealing Directive 95/46/EC (GDPR).

Its processing is necessary to enable the controller to fulfil its obligations under the Commercial Companies Code (lawful basis: Article 6(1)(c) of the GDPR). You are legally required to provide your data. Your data will be retained for as long as required under the relevant provisions of the Commercial Companies Code. You have the right to access your data, have it rectified or erased, the right to restrict and object to its processing, the right to transfer your personal data, and the right to lodge a complaint about the processing of your data with the President of the Personal Data Protection Office.