

**Resolution No. 1/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń
dated 27 May 2025
to appoint Chair of the Annual General Meeting**

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

Section 1

The Annual General Meeting appoints Mr/Ms [●] as Chair of the Annual General Meeting held on 27 May 2025.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

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

**Resolution No. 2/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń
dated 27 May 2025
to adopt the agenda**

Section 1

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

1. Opening of the General Meeting.
2. Appointment of Chair of the General Meeting.
3. Confirmation that the General 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 consider and approve the Company's financial statements for the financial year 2024,
 - b. to consider and approve the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2024,
 - c. to allocate the Company's net profit for the financial year 2024,

- d. to consider and approve the Auto Partner Group’s consolidated financial statements for the financial year 2024,
 - e. to grant discharge from liability to members of the Management Board for their activities in 2024,
 - f. to grant discharge from liability to members of the Supervisory Board for their activities in 2024,
 - g. to consider and approve the Report of the Supervisory Board of Auto Partner S.A on its activities for the financial year 2024,
 - 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 2024,
 - i. to amend the terms of remuneration for members of the Auto Partner S.A. Supervisory Board.
7. Closing of the General Meeting.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

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

**Resolution No. 3/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025
to appoint the Ballot Counting Committee**

Section 1

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

-
-

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

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

**Resolution No. 4/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025**

to consider and approve the Company’s financial statements for the financial year 2024

Section 1

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 26.1 of the Company’s Articles of Association, the Annual General Meeting, having previously read and considered the audited financial statements of the Company for the year ended 31 December 2024 as submitted by the Management Board and having considered the Supervisory Board’s assessment thereof, hereby resolves to approve the audited financial statements of the Company for the year ended 31 December 2023, comprising:

- the separate statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 1,971,563 thousand;
- the separate statement of profit or loss for the period from 1 January to 31 December 2024, showing net profit of PLN 208,157 thousand, and the separate statement of comprehensive income for the period from 1 January to 31 December 2024, showing total comprehensive income of PLN 208,157 thousand;
- the separate statement of changes in equity for the period from 1 January to 31 December 2024, showing an increase in equity of PLN 188,564 thousand;
- the separate statement of cash flows for the period from 1 January to 31 December 2024, showing a PLN 2,711 thousand change in net cash;
- notes to the financial statements.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. The separate financial statements of Auto Partner S.A. for the financial year 2024 received a positive opinion from the Company's Supervisory Board, as provided in Supervisory Board Resolution No. 3 of 14 April 2025, which also includes the Supervisory Board's recommendation and proposal that the Annual General Meeting approve the financial statements.

**Resolution No. 5/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025**

**to consider and approve the Directors’ Report on the operations of Auto Partner S.A.
and the Auto Partner Group in the financial year 2024**

Section 1

Acting pursuant to Art. 395.2 of the Commercial Companies Code and Art. 26.1 of the Company’s Articles of Association, the Annual General Meeting, having previously read and considered the Directors’ Report on the operations of Auto Partner S.A. and the Auto Partner

Group in the financial year 2024 and having considered the Supervisory Board's assessment thereof, hereby resolves to approve the said Directors' Report.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. The Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2024 received a positive opinion from the Company's Supervisory Board, as provided in Supervisory Board Resolution No. 4 of 14 April 2025, which also includes the Supervisory Board's recommendation and proposal that the Annual General Meeting approve the financial statements.

Resolution No. 6/2025 of the Annual General Meeting of Auto Partner S.A. of Bieruń (the "Company"), dated 27 May 2025 to allocate the Company's net profit for the financial year 2024

Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 26.3 of the Company's Articles of Association, the Annual General Meeting, having previously read and considered the Management Board's proposal on the allocation of profit, and having considered the Supervisory Board's opinion on this proposal, hereby resolves to allocate the Company's net profit for 2024, of PLN 208,156,696.18, as follows:

- The amount of PLN 19,593,000.00 (nineteen million, five hundred and ninety-three thousand zloty) to be distributed as dividend of PLN 0.15 (fifteen grosz) per share;
- The balance of PLN 188,563,696.18 (one hundred and eighty-eight million, five hundred and sixty-three thousand, six hundred and ninety-six zloty, 18/100) to be allocated to the Company's statutory reserve funds.

Section 2

The dividend record date shall be 10 June 2025.

Section 3

The dividend payment date shall be 24 June 2025.

Section 4

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.2) of the Commercial Companies Code. On 31 March 2025, the Management Board passed Resolution No. 1 to submit a proposal to the General Meeting regarding dividend payment from the Company's net profit for the financial year 2024. In the resolution, the Management Board recommended that PLN 19,593,000 be allocated to payment of dividend. In making this recommendation, the Management Board considered the necessary expenditures towards the Company's strategic goals over the coming years. At its meeting held on 28 April 2025, the Company's Supervisory Board passed Resolution No. 6 to endorse the Management Board's proposal.

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

**Resolution No. 7/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025
to consider and approve the Auto Partner Group’s consolidated financial statements for
the financial year 2024,**

Section 1

Acting pursuant to Art. 395.5 of the Commercial Companies Code, the Annual General Meeting, having previously read and considered the audited consolidated financial statements of the Auto Partner Group for the year ended 31 December 2024 as submitted by the Management, and having considered the Supervisory Board’s assessment thereof, hereby resolves to approve the audited consolidated financial statements of the Auto Partner Group for the year ended 31 December 2023, comprising:

- the consolidated statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 2,025,927 thousand;
- the consolidated statement of profit or loss for the period from 1 January to 31 December 2024, showing net profit of PLN 207,976 thousand, and the consolidated statement of comprehensive income for the period from 1 January to 31 December 2024, showing total comprehensive income of PLN 207,694 thousand;
- the consolidated statement of changes in equity for the period from 1 January to 31 December 2024, showing an increase in equity of PLN 188,101 thousand;
- the consolidated statement of cash flows for the period from 1 January to 31 December 2024, showing a PLN 1,190 thousand change in net cash;
- notes to the financial statements.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.5 of the Commercial Companies Code. The consolidated financial statements of the Auto Partner Group for the financial year 2024 received a positive opinion from the Company's Supervisory Board, as provided in Supervisory Board Resolution No. 5 of 14 April 2025, which also includes the Supervisory Board's recommendation and proposal that the Annual General Meeting approve the financial statements.

**Resolution No. 8/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025
to discharge Aleksander Górecki from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Aleksander Górecki from liability for his activities as President of the Management Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. On 28 April 2025, the Supervisory Board passed Resolution No. 2 to propose that the Annual General Meeting discharge Aleksander Górecki from liability for his activities as President of the Management Board in the financial year 2024.

**Resolution No. 9/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Andrzej Manowski from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Andrzej Manowski from liability for his activities as Vice President of the Management Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. On 28 April 2025, the Supervisory Board passed Resolution No. 3 to propose that the Annual General Meeting discharge Andrzej Manowski from liability for his activities as Vice President of the Management Board in the financial year 2024.

**Resolution No. 10/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Piotr Janta from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Piotr Janta

from liability for his activities as Vice President of the Management Board in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. On 28 April 2025, the Supervisory Board passed Resolution No. 4 to propose that the Annual General Meeting discharge Piotr Janta from liability for his activities as Vice President of the Management Board in the financial year 2024.

**Resolution No. 11/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025
to discharge Tomasz Werbiński from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Tomasz Werbiński from liability for his activities as Member of the Management Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

The resolution is required under Art. 395.2.1) of the Commercial Companies Code. On 28 April 2025, the Supervisory Board passed Resolution No. 5 to propose that the Annual General Meeting discharge Tomasz Werbiński from liability for his activities as Member of the Management Board in the financial year 2024.

**Resolution No. 12/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the “Company”),
dated 27 May 2025
to discharge Jarosław Plisz from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company’s Articles of Association, the Annual General Meeting hereby discharges Jarosław Plisz from liability for his activities as Chair of the Supervisory Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

In accordance with Art. 395.2.3 of the Commercial Companies Code, granting discharge from liability to members of a company's governing bodies for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2024 includes the Supervisory Board's proposal that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2024.

**Resolution No. 13/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Bogumił Woźny from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Bogumił Woźny from liability for his activities as Deputy Chair of the Supervisory Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

In accordance with Art. 395.2.3 of the Commercial Companies Code, granting discharge from liability to members of a company's governing bodies for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2024 includes the Supervisory Board's proposal that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2024.

**Resolution No. 14/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Bogumił Kamiński from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Bogumił Kamiński from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

In accordance with Art. 395.2.3 of the Commercial Companies Code, granting discharge from liability to members of a company's governing bodies for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2024 includes the Supervisory Board's proposal that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2024.

**Resolution No. 15/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Mateusz Melich from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Mateusz Melich from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

In accordance with Art. 395.2.3 of the Commercial Companies Code, granting discharge from liability to members of a company's governing bodies for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2024 includes the Supervisory Board's proposal that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2024.

**Resolution No. 16/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to discharge Andrzej Urban from liability for his activities in 2024**

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 26.2 of the Company's Articles of Association, the Annual General Meeting hereby discharges Andrzej Urban from liability for his activities as Member of the Supervisory Board in the period from 1 January to 31 December 2024.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

In accordance with Art. 395.2.3 of the Commercial Companies Code, granting discharge from liability to members of a company's governing bodies for their activities in their official capacity requires a resolution by the Annual General Meeting. Section 6 of the Report of the Supervisory Board on its activities for 2024 includes the Supervisory Board's proposal that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2024.

**Resolution No. 17/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025**

**to consider and approve the Report of the Auto Partner S.A. Supervisory Board on its
activities for the financial year 2024**

Acting pursuant to Art. 382.3.3 and Art. 382.3.3¹ of the Commercial Companies Code and in conjunction with Principle 2.11 of Best Practice for GPW-Listed Companies 2021, the Annual General Meeting, having read and considered the Report of the Auto Partner S.A. Supervisory Board on its activities for the financial year 2024, resolves as follows:

Section 1

The Annual General Meeting hereby approves the Report of the Auto Partner S.A. Supervisory Board on its activities for the financial year 2024, as authorised by the Supervisory Board under its Resolution No. 1 of 28 April 2025.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

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

**Resolution No. 18/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025**

**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 2024**

Acting pursuant to Art. 395.2(1) of the Commercial Companies Code and in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2024, item 620, as amended), the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting hereby issues a positive 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 2024, as authorised by the Supervisory Board under its Resolution No. 7 of 28 April 2025.

Section 2

This Resolution shall take effect upon adoption.

Statement of reasons:

Pursuant to Art. 90g.1 and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text: Dz.U. of 2024, item 620, as amended), the supervisory board of a company prepares annual remuneration reports providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual management board and supervisory board members in the previous financial year in accordance with the remuneration policy, and the company's general meeting is required to pass a resolution providing opinion on such report. The Report on Remuneration of Members of the Management Board and the Supervisory Board of Auto Partner S.A. for 2024 was authorised by the Supervisory Board under its Resolution No. 7 of 28 April 2025 and was subsequently assessed by an independent auditor to give assurance that it contains all the information required under Art. 90g.1-5 and Art. 90g.8 of the Public Offering Act. The resolution is advisory in nature.

**Resolution No. 19/2025
of the Annual General Meeting
of Auto Partner S.A. of Bieruń (the "Company"),
dated 27 May 2025
to amend the terms of remuneration for members of the Supervisory Board**

Acting pursuant to Art. 392.1 of the Commercial Companies Code and Art. 22 of the Company's Articles of Association, in conjunction with Section 7 of the Remuneration Policy for Members of the Management Board and the Supervisory Board of Auto Partner S.A., the Annual General Meeting resolves as follows:

Section 1

1. Members of the Supervisory Board of Auto Partner S.A shall receive the following remuneration:

Fixed monthly remuneration of PLN 5,000.00 gross (five thousand zloty) for each Supervisory Board Member.

2. If a Supervisory Board Member is appointed or removed from office during a calendar month, the remuneration referred to in Section 1.1 shall be calculated in proportion to the number days the Member held office.

3. The remuneration referred to in Section 1.1 shall be paid in arrears, by the 10th day of each month.

4. Members of the Supervisory Board shall be entitled to additional benefits under Company's internal regulations.

Section 2

This Resolution shall take effect from 1 June 2025.

Annual General Meeting Resolution No. 19 of 25 May 2023 to amend the terms of remuneration for Members of the Supervisory Board shall cease to be effective as of 31 May 2025.

Statement of reasons:

The resolution is required to adjust the amount of remuneration of Supervisory Board Members in connection with the increasing scale of the Company's operations.