



**REPORT OF THE SUPERVISORY BOARD
AUTO PARTNER S.A.
FINANCIAL YEAR 2025**

Bieruń, 28 April 2026

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I. Report of the Supervisory Board on its activities for the financial year 2025, including the Supervisory Board's self-assessment

1. Composition of the Supervisory Board

From 1 January to 31 December 2025, the Supervisory Board consisted of:

- Jarosław Plisz – Chair of the Supervisory Board,
- Bogumił Woźny – Deputy Chair of the Supervisory Board,
- Bogumił Kamiński – Member of the Supervisory Board,
- Mateusz Melich – Member of the Supervisory Board,
- Andrzej Urban – Member of the Supervisory Board.

2. Form and mode of supervision

Throughout 2025, as mandated by the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board, the Supervisory Board continuously monitored the Company's activities across all areas and performed financial oversight of its affairs in terms of the advisability and reasonableness of its spending.

Apart from the members of the Supervisory Board, the following persons attended its meetings: members of the Management Board, Chief Financial Officer, and Chief Accountant. The Supervisory Board members maintained regular communication with the Management Board and were actively involved in all material matters concerning the Company.

From 1 January to 31 December 2025, the Supervisory Board convened seven times: (21 March 2025, 14 April 2025, 28 April 2025, 6 June 2025, 21 July 2025, 17 September 2025, 2 December 2025) and held six votes via means of remote communication as provided for in Article 20.3 of the Company's Articles of Association (4 March 2025, 7 August 2025, 20 August 2025, 23 October 2025, 28 October 2025, 11 December 2025),

ultimately passing a total of 33 resolutions, to decide matters, issue approval and give advice.

At each Supervisory Board meeting, the Management Board reported information on all material matters related to the Company's operations, as included on the agenda.

For a more detailed description of the Supervisory Board's activities in 2025, please refer to the minutes of its meetings, which are archived together with Supervisory Board resolutions at the Company's registered office at ul. Ekonomiczna 20, Bieruń, Poland.

In 2025, the Supervisory Board passed the following resolutions:

LIST OF RESOLUTIONS OF AUTO PARTNER SUPERVISORY BOARD IN 2025		
Number	Date	Subject matter
Resolution No. 1	4 March 2025	to provide opinion on the proposed amendment to the multi-facility agreement with Santander Bank Polska Spółka Akcyjna of Warsaw
Resolution No. 1	14 April 2025	to authorise the Supervisory Board's representations

Resolution No. 2	14 April 2025	to authorise the Supervisory Board's assessment of the 2024 financial statements and Directors' Report
Resolution No. 3	14 April 2025	to recommend that the Annual General Meeting approve the separate financial statements of Auto Partner S.A for the financial year 2024
Resolution No. 4	14 April 2025	to recommend that the Annual General Meeting approve the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2024
Resolution No. 5	14 April 2025	to recommend that the Annual General Meeting approve the consolidated financial statements of the Auto Partner Group for the financial year 2024
Resolution No. 6	14 April 2025	to provide opinion on the proposed allocation of net profit and payment of dividend for 2024
Resolution No. 7	14 April 2025	to authorise a member of the Supervisory Board to sign an agreement to offset mutual claims and obligations between the Company and President of the Management Board
Resolution No. 1	28 April 2025	to authorise the Report of the Supervisory Board on its activities for the financial year 2024
Resolution No. 2	28 April 2025	to propose that the Annual General Meeting discharge Aleksander Górecki from liability for his activities as President of the Management Board in 2024
Resolution No. 3	28 April 2025	to propose that the Annual General Meeting discharge Andrzej Manowski from liability for his activities as Vice President of the Management Board in 2024
Resolution No. 4	28 April 2025	to propose that the Annual General Meeting discharge Piotr Janta from liability for his activities as Vice President of the Management Board in 2024
Resolution No. 5	28 April 2025	to propose that the Annual General Meeting discharge Tomasz Werbiński from liability for his activities as Member of the Management Board in 2024
Resolution No. 6	28 April 2025	to authorise the Supervisory Board's representation

Resolution No. 7	28 April 2025	to authorise the Supervisory Board's Report on Remuneration of Members of the Management Board and the Supervisory Board of Auto Partner S.A. for 2024
Resolution No. 8	28 April 2025	to approve: the Policy for Selection of an Audit Firm to Audit Statutory Financial Statements of Auto Partner S.A. and the Auto Partner Group, and to Provide Assurance on the Sustainability Report; the Procedure for Selection of an Audit Firm to Audit Statutory Financial Statements of Auto Partner S.A. and the Auto Partner Group, and to Provide Assurance on the Sustainability Report
Resolution No. 1	6 June 2025	to appoint an audit firm to audit the separate and consolidated financial statements for the financial years 2025, 2026, 2027, and to review the interim separate and consolidated financial statements for 2025, 2026, 2027
Resolution No. 2	6 June 2025	to appoint an audit firm to provide assurance on the Sustainability Report for the financial years 2025, 2026, 2027
Resolution No. 3	6 June 2025	to appoint an auditor to assess the Remuneration Report for the financial year 2025, 2026, 2027
Resolution No. 1	21 July 2025	to adopt the rules of awarding incentive bonuses to members of the Auto Partner S.A. Management Board for 2025
Resolution No. 2	21 July 2025	to authorise a member of the Supervisory Board to sign an agreement to offset mutual claims and obligations between the Company and President of the Management Board
Resolution No. 3	21 July 2025	to provide opinion on the proposed amendment to the multi-purpose facility agreement with BNP Paribas S.A.
Resolution No. 4	21 July 2025	to provide opinion on the proposed amendment to the multi-facility agreement with Santander Bank Polska Spółka Akcyjna of Warsaw
Resolution No. 1	7 August 2025	to provide opinion on the proposed framework multi-product facility agreement with mBank S.A. of Warsaw

Resolution No. 1	20 August 2025	to provide opinion on the proposed investment credit facility agreement with Credit Agricole Bank Polska Spółka Akcyjna of Wrocław
Resolution No. 1	17 September 2025	to assign to the Audit Committee sustainability-related responsibilities within the Auto Partner Group
Resolution No. 2	17 September 2025	to divide responsibilities between members of the Management Board
Resolution No. 3	17 September 2025	to give consent to the establishment of a foreign company domiciled in the Slovak Republic
Resolution No. 4	17 September 2025	to give consent to the establishment of a foreign company domiciled in the Republic of Croatia
Resolution No. 1	23 October 2025	to provide opinion on the proposed amendments to agreements with BNP Paribas S.A.
Resolution No. 1	28 October 2025	to provide opinion on the proposed amendment to the credit facility agreement with ING Bank Śląski S.A.
Resolution No. 1	2 December 2025	to authorise a member of the Supervisory Board to sign an agreement to offset mutual claims and obligations between the Company and President of the Management Board
Resolution No. 1	11 December 2025	to give opinion on the proposed amendments to the multi-purpose facility agreement with BNP Paribas S.A., and the revolving credit facility agreement with BNP Paribas S.A.

3. Satisfaction of the independence criteria by members of the Supervisory Board

At least two Supervisory Board members must each meet all the applicable independence criteria (independent Supervisory Board members).

Members of the Supervisory Board submitted representations on whether they satisfy the independence criteria to both the Supervisory Board and the Management Board. The Supervisory Board assessed whether there were any links or circumstances which might affect the satisfaction of the independence criteria by particular Supervisory Board members.

In 2025, out of the five members of the Supervisory Board, four were independent and submitted relevant written representations to that effect. These were:

- Bogumił Kamiński – Member of the Supervisory Board,
- Bogumił Woźny – Deputy Chair of the Supervisory Board,
- Mateusz Melich – Member of the Supervisory Board,
- Andrzej Urban – Member of the Supervisory Board.

Each of the independent Supervisory Board members represented that:

- He satisfies the independence criteria under Article 129(3) of the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017;
- He satisfies the independence criteria under Principle 2.3 of Best Practice for GPW-Listed Companies 2021, i.e. he does not have any actual and material relations with any Company shareholder holding 5% or more of total voting rights in the Company.

4. Supervisory Board Committees

In 2025, the Supervisory Board, consisting of five members, i.e. the minimum number required by law, did not have a remuneration committee.

However, the Supervisory Board had an Audit Committee during the period, which was composed of:

- Bogumił Woźny – Chair of the Audit Committee,
- Bogumił Kamiński – Member of the Audit Committee,
- Jarosław Plisz – Member of the Audit Committee,
- Mateusz Melich – Member of the Audit Committee.

The Audit Committee was appointed pursuant to Article 128 of the Act on Statutory Auditors, Audit Firms, and Public Oversight of 11 May 2017.

The Committee meets the definition of audit committee under Regulation (EU) No. 537/2014 of the European Parliament and of the Council on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC. The members of the Audit Committee who have knowledge and skills in the field of accounting or financial auditing are Bogumił Jarosław Woźny and Bogumił Kamiński.

Jarosław Plisz is a member of the Audit Committee having knowledge and skills related the industry in which the Company operates.

The Audit Committee operates on the basis of the following documents adopted by the Supervisory Board:

- the Rules of Procedure for the Audit Committee of Auto Partner S.A.,
- the Policy for Selection of an Audit Firm to Audit Statutory Financial Statements of Auto Partner S.A. and the Auto Partner Group,
- the Procedure for Selection of an Audit Firm to Audit Statutory Financial Statements of Auto Partner S.A. and the Auto Partner Group,
- the Policy for Provision by the Selected Audit Firm of Permitted Non-Audit Services to Auto Partner S.A. and the Auto Partner Group.

For details on the activities of the Audit Committee in 2025, please refer to the separate Report of the Auto Partner Supervisory Board's Audit Committee on its activities.

5. Self-assessment of the Supervisory Board

The Supervisory Board assesses that acting as a collective body, it effectively, reliably, and efficiently oversaw the Company's activities across all areas, discharging its responsibilities in compliance with the Commercial Companies Code, the Company's Articles of Association, the

Rules of Procedure for the Supervisory Board, and the corporate governance principles of Best Practice for GPW-Listed Companies 2021 as adopted by the Company, and all other applicable laws and regulations. All members of the Supervisory Board are highly qualified and have the necessary experience to perform supervisory responsibilities, and the representation of the requisite number of independent members on the Supervisory Board has been ensured. The Supervisory Board convened on a regular basis, and its meetings were quorate and satisfied other procedural conditions to pass legal binding resolutions. All tabled resolutions were voted on in compliance with the Rules of Procedure for the Supervisory Board, and most were carried unanimously.

Moreover, all members of the Supervisory Board maintain ongoing communication with the Management Board, which is required to provide the Supervisory Board with access to relevant information and data on the Company's business performance. The Supervisory Board is actively engaged in overseeing the Company's operations, including through monitoring its sales and financial performance on an ongoing basis and reviewing all matters that are of key importance to Auto Partner S.A. and its Group. Members of the Supervisory Board have the option to seek independent advice, in particular following material changes in the Company's legal or regulatory environment. The Supervisory Board assesses that its members devote the adequate amount of time to the Company's affairs to ensure proper performance of their supervisory responsibilities.

6. Proposal for the General Meeting to discharge Supervisory Board members from liability for their activities in the financial year 2025

The Supervisory Board hereby proposes that the Annual General Meeting resolve to discharge all members of the Supervisory Board from liability for their activities in 2025.

II. Assessment of the Company's position on a consolidated basis

In compliance with Best Practice for GPW-Listed Companies 2021, which is the corporate governance code followed by the Company, at its meeting held on 28 April 2026, the Supervisory Board assessed the positions of Auto Partner Spółka Akcyjna and the Auto Partner Group in 2025.

1. Overview of the operations of Auto Partner S.A. and its Group

The Group operates under the name of Auto Partner (the "Group"), with Auto Partner S.A. of Bieruń (the "Company") as the Parent.

As at 31 December 2025, the Group also included the following subsidiaries:

- Maxgear Spółka z ograniczoną odpowiedzialnością of Tychy (wholly-owned by the Parent),
- Maxgear Spółka z ograniczoną odpowiedzialnością spółka komandytowa of Bieruń (the Parent is a limited partner in the company, entitled to a 99% share in its profits),

- AP Auto Partner Czechy s.r.o. of Prague, the Czech Republic (wholly-owned by the Parent),
- AP Auto Partner RO s.r.l of Bucharest, Romania (wholly-owned by the Parent),
- Auto Partner Česká republika s.r.o. of Ostrava, the Czech Republic (wholly-owned by the Parent),
- Auto Partner Deutschland GmbH of Gelsenkirchen, Germany (wholly-owned by the Parent),
- Auto Partner Slovensko s.r.o. of Žilina, Slovakia (wholly-owned by the Parent),
- Auto Partner Hrvatska d.o.o. of Varaždin, Croatia (wholly-owned by the Parent).

The Group is a specialised logistics operator whose principal business activity consists in the organisation of distribution of vehicle spare parts directly from manufacturers to end users. The Group is an importer and distributor of parts for passenger cars and delivery vehicles in the market for spare parts classified in accordance with the GVO regulations and directives of the European Union. The Group operates as a platform for sale, mainly via online channels, and supply logistics of spare parts, which are delivered on a just-in-time basis to distributed customers: repair workshops and stores.

The Group offers a wide range of spare parts. The key product category is spare parts for European, Japanese and Korean cars.

The Group is also consistently expanding its sales of parts for motorcycles and motor scooters, and operates in the area of distribution of tools and equipment for repair workshops. It also offers specialist training to its customers to improve their qualifications. The Group has also been actively developing its independent repair workshop brand of MaXserwis, which brings together the cooperating businesses.

2. Key events affecting the business of Auto Partner S.A. and the Auto Partner Group in 2025

The key events that affected the business of Auto Partner S.A. and the Auto Partner Group in 2025 included:

- On 4 February 2025, an agreement was signed with Global One Automotive GmbH of Frankfurt whereby the Company advanced a loan of EUR 1,000 thousand to Global One. The loan bore interest at 3M EURIBOR plus margin. The agreement was concluded for a definite term from 1 February 2025 to 30 July 2025. The Company holds 6.25% of shares in Global One Automotive GmbH as a participant in the International Purchasing Group (since 2017). The loan was repaid on 29 July 2025.
- On 20 February 2025, a bank guarantee was issued for a lease contract concerning a storage facility in Pruszków. The guarantee amount is EUR 190 thousand. The guarantee took effect on 20 February 2025 and expires on 31 May 2027. The guarantee was granted within the credit limit of the facility provided by Santander Bank Polska S.A.

- On 31 March 2025, the Management Board of the Company passed a resolution to recommend to the Annual General Meeting a dividend payment for the financial year 2024. Pursuant to the resolution, the Management Board recommended a dividend payment to the Company's shareholders totalling PLN 19,593,000 (nineteen million, five hundred and ninety-three thousand zloty), or PLN 0.15 (fifteen grosz) per share. At its meeting held on 14 April 2025, the Supervisory Board resolved to endorse the Management Board's recommendation. On 27 May 2025, the Annual General Meeting resolved to allocate the net profit for 2024 in accordance with the Management Board's recommendation. The dividend record date was set for 10 June 2025. The payment was made on 24 June 2025.
- On 21 July 2025, the Supervisory Board passed a resolution to adopt the rules of awarding incentive bonuses to members of the Auto Partner S.A. Management Board for 2025. The resolution provides for the payment of additional remuneration for serving as members of the Company's Management Board, linked to the financial performance of the Auto Partner Group in 2025. Incentive bonuses were approved for the following Management Board members: Andrzej Manowski, Piotr Janta and Tomasz Werbiński. The total amount of bonuses paid in accordance with the rules set out in the Supervisory Board's resolution will not exceed PLN 1,500,000. The aforementioned bonuses will be paid to the Management Board members in the event that the performance thresholds required for the determination of the 2025 bonuses under the Incentive Scheme are not met, in accordance with the algorithm set out in the Rules of the Incentive Scheme for 2024–2025 adopted by the Supervisory Board's Resolution No. 2 of 23 January 2024.
- On 23 July 2025, an amendment was executed to the bank guarantee of 25 March 2022, granted within the credit limit of the facility provided by Santander Bank Polska S.A. in connection with a lease contract for a property in Mysłowice. The amendment changed the guarantee amount to EUR 577 thousand and the expiry date to 30 September 2028.
- On 31 July 2025, the General Meeting of Maxgear Sp. z o.o. passed a resolution to adopt the rules of awarding incentive bonuses to members of the Maxgear Sp. z o.o. Management Board for 2025. The resolution provides for the payment of additional remuneration for serving as members of the Maxgear Sp. z o.o. Management Board, linked to the financial performance of the Auto Partner Group in 2025. Incentive bonuses were approved for the following Management Board members: Grzegorz Pala and Arkadiusz Cieplak. The total amount of bonuses paid in accordance with the rules set out in the Supervisory Board's resolution will not exceed PLN 710,000. The aforementioned bonuses will be paid to the Management Board members in the event that the performance thresholds required for the determination of the 2025 bonuses under the Incentive Scheme for 2024–2025 are not met, in accordance with the algorithm set out in the Rules of the Incentive Scheme adopted by the General Meeting's resolution of 23 January 2024.

- The Group has increased its warehousing footprint: on 26 August 2025 Auto Partner Deutschland GmbH, a subsidiary of the Company, signed a lease for 4,460 m² of warehouse space in Germany.
- On 3 September 2025, PLN 42 thousand bank guarantee No. KLG105376IN25 was executed for a lease contract concerning a retail and storage facility in Wrocław, valid until 31 August 2028, granted within the credit limit of the facility provided by ING Bank Śląski S.A.
- In 2025, the Group continued investment projects related to the establishment of a new logistics and storage centre in Zgorzelec, under a lease contract concluded on 22 December 2022 with MLP Poznań East sp. z o.o. of Pruszków. Operational and logistics processes at the site commenced in late 2025/early 2026.

In 2025, the Company executed the following credit facility agreements and amendments to credit facility agreements:

- On 11 March 2025, the Company signed an amendment to the multi-facility agreement with Santander Bank Polska S.A. of Warsaw dated 26 September 2016 (as amended). Under the amendment, the following changes were introduced: an increase in the facility limit from PLN 90,000 thousand to an amount not exceeding PLN 100,000 thousand, for the purpose of financing current operations; an increase in the sublimit for the overdraft facility from PLN 40,000 thousand to PLN 50,000 thousand; an increase in the sublimit for bank guarantees from PLN 10,000 thousand to PLN 15,000 thousand; and an extension of the maximum term of the agreement (following annual automatic renewals) from 31 March 2026 to 31 March 2028.
- The agreement is secured with: a) a registered pledge over all inventories of merchandise stored at the warehouses specified in the pledge agreement or other locations approved by the bank, with a minimum value of PLN 150,000 thousand; b) assignment of receivables under an insurance policy covering the pledged assets in favour of the bank; c) subordination of claims under the loan provided by Katarzyna Górecka and Aleksander Górecki of up to PLN 26,000 thousand; d) a registered pledge over trade receivables from trading partners, as per the list attached as an appendix to the pledge agreement, with a minimum amount of PLN 16,500 thousand; e) a notarised consent to debt enforcement submitted under Article 777(1) of the Code of Civil Procedure. Interest rates: PLN 1M WIBOR + margin, EUR 1M EURIBOR + margin.
- On 12 August 2025, a framework agreement was signed with mBank S.A. for a multi-product line. The agreement supersedes two existing credit facility agreements: the overdraft facility agreement of 22 October 2019, renewable until 30 September 2025, and the working capital facility agreement of 5 April 2023, renewable until 29 September 2025. Under the agreement, the Company was granted an aggregate limit of PLN 75,000 thousand (including an overdraft facility sublimit of PLN 60,000 thousand, revolving working capital facility limit of PLN 15,000 thousand, and bank guarantee sublimit of PLN 10,000 thousand), made available from the agreement execution date

to 31 July 2028. The overdraft facility will bear interest at O/N WIBOR plus margin (for PLN) and O/N ESTR plus margin (for EUR), while the working capital facility will bear interest at 1M WIBOR plus margin (for PLN). The credit facility is secured with: 1) a registered pledge over movables (merchandise), 2) a notarised consent to debt enforcement submitted under Article 777(1)(5) of the Code of Civil Procedure for up to PLN 112,500 thousand, 3) an obligation to maintain insurance coverage for the pledged assets throughout the facility term and to assign receivables under each such insurance policy in favour of the bank.

- On 26 August 2025, an investment credit facility agreement was signed with Credit Agricole Bank Polska S.A. Under the agreement, the Company was granted an investment credit facility limit of PLN 9,000 thousand, available from the agreement execution date to 11 September 2026, repayable by 12 September 2030. The facility will bear interest at 1M WIBOR plus margin. The credit facility is secured with: 1) a registered pledge over equipment financed with the facility proceeds, 2) an assignment of rights under insurance policies covering equipment financed with the facility proceeds, 3) a notarised consent to debt enforcement submitted under Article 777(1)(5) of the Code of Civil Procedure for up to PLN 10,800 thousand, 4) a notarised consent to debt enforcement submitted under Article 777(1) of the Code of Civil Procedure for the release of equipment financed with the facility proceeds, 5) subordination of claims under the loan provided by Katarzyna Górecka and Aleksander Górecki for a minimum amount of PLN 26,700 thousand.
- On 24 October 2025, an amendment was signed to the multi-purpose facility agreement of 13 September 2021 with BNP Paribas S.A. of Warsaw. The amendment has extended the availability period of the facility until 15 September 2027 and the security in the form of subordination of a loan granted to the Company by Katarzyna Górecka and Aleksander Górecki was released.
- On 24 October 2025, an amendment was signed to the revolving credit facility agreement of 24 January 2022 with BNP Paribas S.A. of Warsaw. The amendment has extended the availability period of the facility until 15 September 2027 and the security in the form of subordination of a loan granted to the Company by Katarzyna Górecka and Aleksander Górecki was released.
- On 30 October 2025, an amendment was signed to the multi-product facility agreement concluded with ING Bank Śląski S.A. of Katowice on 19 October 2015. Under the amendment, the credit facility limit was increased to PLN 200,000,000 and the security in the form of subordination of a loan granted to the Company by Katarzyna Górecka and Aleksander Górecki was released.
- On 17 November 2025, amendments were executed with Credit Agricole Bank Polska S.A. of Wrocław to the investment credit facility agreements dated 13 September 2022, 5 September 2024 and 26 August 2025. Under the amendments, the security in the form of subordination of a loan granted to the Company by Katarzyna Górecka and Aleksander Górecki was released.

- On 17 November 2025, the Group signed a supplementary agreement to the multi-facility agreement with Santander Bank Polska S.A. of Warsaw dated 26 September 2016 (as amended). By virtue of the supplementary agreement, the security in the form of subordination of loans granted to the Company by Katarzyna Górecka and Aleksander Górecki was released.
- On 19 December 2025, an amendment was signed to the multi-purpose facility agreement of 13 September 2021 with BNP Paribas S.A. of Warsaw. Under the amendment, the bank's margin for facilities in EUR and USD was reduced and an ESG component was introduced, enabling a potential margin reduction upon obtaining an appropriate ESG rating.
- On 19 December 2025, an amendment was signed to the revolving credit facility agreement of 24 January 2022 with BNP Paribas S.A. of Warsaw. Under the amendment, the bank's margin for the facility in PLN was reduced, the scope of security was expanded through the introduction of a turnover covenant, and an ESG component was introduced, enabling a potential margin reduction upon obtaining an appropriate ESG rating.

3. Assessment of the financial performance of Auto Partner S.A. and the Auto Partner Group

In the opinion of the Supervisory Board, Auto Partner S.A. and its Group delivered satisfactory financial performance in 2025.

The Group's revenue in 2025 exceeded PLN 4.4 billion, a record-high result representing an increase of 7.6% year on year. Net profit came in at PLN 198.9 million, which represented a decrease of 4.3% year on year. In 2025, foreign sales (up by 10% year on year) grew faster than domestic sales (up by 5.2% year on year), accounting for more than 50% of total revenue.

The following events and factors had bearing on the Group's business in and financial results for 2025:

- continued expansion and sales growth,
- exchange rate movements, in particular EUR/PLN and USD/PLN,
- market pressure on gross margin on sales,
- cost discipline.

The Supervisory Board gives a positive assessment of the position of Auto Partner S.A. and its Group in 2025 and its growth prospects in the coming years.

III. Assessment of the Company's discharge of its disclosure obligations

In 2025, Auto Partner S.A. complied with the corporate governance principles defined in Best Practice for GPW-Listed Companies 2021 ("Best Practice 2021") as adopted by the Supervisory Board of the Warsaw Stock Exchange by Resolution No. 13/1834/2021 on 29 March 2021. To access the entire text of Best Practice 2021, please go to <http://corp-gov.gpw.pl>.

On 30 July 2021, Auto Partner S.A. decided to apply and follow the corporate governance principles of Best Practice 2021. The Company disclosed publicly the extent of its compliance with Best Practice 2021 by publishing the relevant compliance statement on its corporate website at <https://autopartner.com/lad-korporacyjny/>.

The Supervisory Board, having reviewed the Company's corporate governance statement as included in the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2025, assesses that the Company's corporate governance disclosures meet the relevant requirements and give a true and fair view of its compliance with the applicable corporate governance principles. The Supervisory Board is of the opinion that the Company's corporate governance disclosures meet the relevant requirements and give a true and fair view of its compliance with the applicable corporate governance principles. The Supervisory Board did not identify any breaches by the Company of the Best Practice 2021 principles that it elected to apply or any Best Practice 2021 principles that the Company did not apply other than those indicated its compliance statement. In the Supervisory Board's opinion, the Company's disclosures on compliance with Best Practice 2021 are true, accurate, and consistent.

Also, the Supervisory Board assesses that in 2025 the Management Board properly performed its reporting obligations towards the Supervisory Board, in particular under the Commercial Companies Code. At the Supervisory Board meetings, the Management Board presented information required under Article 380(1) of the Commercial Companies Code on material aspects of the Company's operations. The rules set out in the Commercial Companies Code were further specified by the Supervisory Board under the authorisation provided for in Article 16.5 a) of the Company's Articles of Association.

Moreover, the manner in which the Management Board prepared and submitted to the Supervisory Board the requested information, documents, reports, and clarifications was unobjectionable.

IV. Assessment of the Company's internal control, risk management, and compliance systems and internal audit function

This assessment is based on:

- The Report to the Audit Committee and Supervisory Board on adherence by Auto Partner S.A. to the compliance system and the Anti-Corruption Code in the financial year 2025;
- The Report of the Auto Partner S.A. Management Board to the Supervisory Board on the effectiveness of the Company's internal control, risk management, and compliance systems and internal audit function in 2025;
- the Supervisory Board's own findings and conclusions.

1. Internal control system

Auto Partner S.A. and other Auto Partner Group companies have a distributed internal control system in place. The system is suited to the Group's needs and ensures effectiveness, reliability, completeness, compliance with laws and internal regulations, as well as validity of financial and management information. Internal control is one of the functions in day-to-day management of the Group, carried out directly by the Company's Management Board, Chief Financial Officer, the Controlling Department, the Internal Control Department, other employees in management positions, and the Group's legal services. Together, these units form the Group's internal control system, which provides an adequate level of security for its operations and enables active management of risks, particularly those that could adversely impact the financial results of the Auto Partner Group.

Inspection activities are conducted at all stages of the Company's operations. Financial and accounting documents are subject to substantive, formal, and accounting checks.

Given that the Group's organisational structure is largely decentralised, with operations spanning 116 branches across Poland, it is essential to ensure that the branches' ongoing activities are properly controlled. In 2025, the Internal Control Department carried out a total 142 inspections at Auto Partner S.A.'s branches (including agent-operated ones). These included unannounced inspections, encompassing: checking the timely receipt of deliveries and the prompt execution of transfers between branches, overseeing the timely departure of vehicles for local routes, checking the correct display of goods in the sales area, assessing the methods of securing cash and checking its amount against the cash report, conducting anti-robbery tests, ensuring the timely settlement of cash receivables, performing inventory sampling of the 200 most expensive and 300 best-selling items, checking the orderliness of the sales floor and warehouse, ensuring the compliance of third-party vehicles with relevant contract terms and conditions, checking the maintenance of transport documentation, and monitoring fire safety and surveillance systems, including the alarm system. The initial inspection of each branch was intended to identify any irregularities, set deadlines for their correction, gather information on challenges faced by the branch, and establish a reference point for future inspections. Following each visit, a report was prepared, including control points, detailed photographic documentation of all branch premises (including the warehouse), and a final score on a scale from 1 to 10, awarded based on a pre-defined algorithm. After each inspection, the final report and access to the photographs were provided to the Company's Management Board and the Macroregion Director responsible for the respective branch. The Internal Control Specialist met regularly with the Vice President of the Management Board to review the course of the inspections and share observations and comments.

Each month, the individual reports are archived in a summary file consolidating the partial and final scores for each branch.

An employee has been designated at the Controlling Department to monitor/audit the Company's warehousing operations on an ongoing basis. In 2025, controlling activities in the

warehouse area focused primarily on continuing the analyses initiated in previous years, namely:

- delivery shortages and surpluses were analysed on a quarterly basis, with warehouse transactions reconciled to the values recorded in the accounting ledgers. The results of these analyses were reported to the Management Board,
- the process of changes in product indices (SKUs) was analysed on a quarterly basis, with warehouse transactions reconciled to the values recorded in the accounting ledgers. The results of these analyses were reported to the Chief Accountant and the Management Board,
- the inventory counts at branches and hubs were verified, with warehouse transactions reconciled to the values recorded in the accounting ledgers.

Additionally, in 2025:

- a full reconciliation of warehouse transactions to the values recorded in the accounting ledgers was carried out for inventory counts at branches that transitioned in 2025 to continuous (cycle) inventory counting (instead of the previous biennial inventory counts),
- the impact of the change in the inventory accounting method from branch-level FIFO to company-wide FIFO at the subsidiary AP Auto Partner CZ s.r.o. was monitored. The results of these analyses were reported to the Chief Accountant and the Management Board,
- inventory levels and goods in transit at the subsidiary AP Auto Partner CZ s.r.o. were analysed on a monthly basis. The results were reported to the Chief Accountant, the Management Board, and the persons responsible for accounting at the Czech subsidiary.

The Company also operates a functional control system, whose scope includes forecasting, budgeting, reporting, and analysis of data and key performance indicators. This system is supported by an integrated IT system based on a data warehouse that was created and continues to be developed by the Company's IT services. It is tailored to the specific requirements of users and the nature of the Group's operations. This solution integrates data from the Company's other IT tools, including ERP and CRM systems. For data presentation and analysis, Microsoft Power BI, which is based on multidimensional data structures, is used.

The comprehensive nature of the control system ensures timely and accurate disclosure of facts relating to material elements of the Company's business. It allows the Management Board and the Supervisory Board to obtain full view of the Group's financial condition, operating performance, assets, and efficiency of management. The Management Board assesses that Auto Partner S.A.'s control system ensures complete disclosure of business transactions, correct assignment of supporting documents, and correct valuation of the resources at each registration stage, thus ensuring that the financial statements are prepared correctly and

enabling the Management Board to conduct the operations of the Company and the Group based on verified and complete information.

2. Risk management system

2025 was the first year of operation of a formal risk management system within the Group. During the period, a newly developed risk and opportunity management procedure was implemented and a central risk register was established. The risk and opportunity management system was adopted in October 2025, and therefore its operation covered only the final part of the year.

The risk and opportunity management system is based on a hybrid approach, combining Management Board oversight (top-down) with the ability for process owners to report risks and opportunities on an ongoing basis throughout the year. The Risk Coordinator acts as the system operator, collecting and verifying data, maintaining the risk register and preparing the annual report following the Management Board's review.

In 2025, all risks and opportunities identified in the course of the system implementation were assessed in accordance with the adopted methodology.

A total of 50 risks and eight opportunities were assessed, which – given that 2025 is the baseline year – represents the full number of risks and opportunities recorded in the register.

Based on this assessment:

two risks (including one ESG risk) were classified as material (high), requiring active management and reporting,

ten risks (including four ESG risks) were classified as moderate, subject to ongoing monitoring,

the remaining risks were considered not material (low) and do not require additional measures at this stage.

Material risks:

- Risk related to the IT system
- Risk of increased logistics costs due to drivers' working time restrictions and tachograph requirements

Moderate risks:

- Risks related to climate change
- Risk of loss of key personnel
- Risk of inability to hire qualified workforce
- Risk related to fire hazards at Group locations
- Risk of new large competitors specialising in wholesale distribution of automotive parts entering the market in Poland and in other countries where the Group is present
- Macroeconomic and industry risks

- Risk of tax system instability
- Risk related to the Russian Federation's invasion of Ukraine
- Currency risk
- Risk of legislative changes affecting the Group's market

The Group is also exposed to the following non-recurring risks:

Impact of political and economic developments in Ukraine on the Company's and the Group's operations:

The Group identified no impact of the war in Ukraine on its operations in 2025. The Company's exposure to the Ukrainian market is negligible, accounting for less than 0.5% of its monthly revenue. To manifest solidarity with Ukraine, the Company suspended its business on the Russian and Belarusian markets, closed all representative offices and discontinued the export of aftermarket parts to both Russia and Belarus. The Company's exports to the Russian and Belarusian markets accounted for 0.1% and 0.02%, respectively, of its monthly revenue.

The Supervisory Board shares the Management Board's opinion that the situation in Ukraine did not have a material impact, whether direct or indirect, on the Company's operations, business continuity or financial condition. There were no indications of asset impairment linked to the conflict in Ukraine, as the Company does not possess any non-financial assets in the country that could be affected by military operations there. Assuming that the armed conflict in Ukraine does not extend to neighbouring countries, particularly Poland and other EU nations, it is not expected to significantly affect the Company's sales volumes, cash flows, and profitability in the long term.

However, the Supervisory Board wishes to emphasise that this expectation, while based on the best knowledge of the Supervisory Board, may differ from the actual impact given uncertainty arising from the unpredictable nature and effects of the Russian Federation's military actions in Ukraine on the economic landscape of Poland and Europe, and consequently, their influence on the Company's sales volumes, cash flows, and profitability.

The Supervisory Board and the Management Board are jointly monitoring the situation to the extent it could potentially affect the Company's or the Group's business in future periods.

Impact of political and economic developments in the Middle East on the Company's and the Group's operations:

In response to the political and economic situation in the Middle East, the Company's Management Board assessed the potential impact of the military actions ongoing since 28 February 2026 on the Group's operations and revenue, in particular with respect to possible disruptions to supply chains, increases in fuel prices, higher transport costs and uncertainty in foreign exchange markets. As at the date of these financial statements, the risk has been assessed as low and is not expected to have a material direct or indirect impact on the Company's operations, its ability to continue as a going concern or its financial position.

However, it is important to note that while this assessment reflects the best knowledge of the Management Board, the actual impact may differ, given the unpredictability of how the military actions in the Middle East might develop and affect (mainly through fuel prices) the economic situation in Poland and Europe, as well as the uncertainty about their potential impact on the Company's sales volumes, cash flows, and profitability. The Management Board is monitoring the situation to the extent it could potentially affect the Company's business in future periods.

3. Compliance system

The Group has in place the following compliance policies, procedures, and regulations:

- Code of Ethics (amended in 2024),
- Auto Partner Anti-Corruption Code (amended in 2025),
- Procedure for the Prevention of Discrimination, Harassment and Workplace Bullying at Auto Partner S.A. (amended in 2025),
- Procedure for handling inspections/searches at Auto Partner S.A.,
- Auto Partner Procurement Procedure,
- Auto Partner Whistleblowing Rules (amended in 2025).

Since 2020, the Company has been operating a dedicated compliance unit.

The Report to the Audit Committee and Supervisory Board on adherence by Auto Partner S.A. to the compliance system and the Anti-Corruption Code in the financial year 2025 was presented to the Supervisory Board on 17 March 2026.

The introduction of the Anti-Corruption Code was preceded by a risk assessment conducted by an independent third party, which evaluated the potential for corruption across the Group's supply chain. The majority of potential risks were assessed as low, indicating that any occurrence of corruption would be on a small scale and isolated, without broader impact on the Company's ongoing operations, financial capabilities, or key business partners. The analysis of the Group's business partners (both suppliers and customers) as well as intermediaries and agents showed that these are reputable entities and that the contracts with them are standard for the industry. The purpose of implementing the Anti-Corruption Code was to reduce the risk of corruption in both internal and external relations. The Code defines conduct that is considered unethical, specifies the corruption prevention responsibilities of the Management Board and Supervisory Board, outlines the whistleblower protection procedure, lays down the rules for appointing the Compliance Officer, methods for identifying corruption risks, know-your-customer and supplier screening procedures, guidelines for handling conflicts of interest, gift giving and accepting policies, and donations and sponsorship policies, and includes sample anti-corruption clauses. It also mandates the maintenance of two registers: a record of Code violation reports and a record of donations and gifts.

The Company is fully committed to supporting employees' and trading partners' reporting of any misconduct (whistleblowing). Whistleblowers are provided with the option to report misconduct to various, independent bodies – for instance, misconduct within the Management Board should be reported to the Supervisory Board, while misconduct by an employee's line

manager or other superiors or individuals should be reported to the Management Board. All misconduct may also be reported to the Compliance Officer. The choice of the recipient body rests with the Whistleblower. Accordingly, the Company has created dedicated email addresses for the Management Board (sygnal.zarxad@autopartner.com), the Supervisory Board (sygnal.rada@autopartner.com), and the Compliance Officer, to which misconduct reports can be sent. There is also the option to send reports via traditional mail to the Company's registered address.

In summary, throughout 2025, Auto Partner S.A. maintained an effective and transparent compliance framework aimed at ensuring that the Company operates ethically and lawfully. The Company's management and staff actively engaged in efforts to reduce the risk of non-compliance, corruption, and other misconduct.

These initiatives included:

- prevention – aimed at preventing corruption, non-compliance, and other misconduct;
- detection – focused on detecting, investigating, and eliminating any potential corruption, non-compliance, and other misconduct;
- analysis – involving the review and analysis of identified cases of misconduct.

4. Internal audit

In 2025, the Company did not have a separate internal audit function. In accordance with applicable laws, as part of the reporting control process, the Management Board has the financial statements reviewed or audited, as appropriate, by an independent auditor. The auditor is selected by the Company's Supervisory Board based on recommendations from the Audit Committee. The financial statements are prepared in accordance with appropriate procedures, in cooperation with individual departments of the Company under the supervision of the competent Member of the Management Board, i.e. Chief Financial Officer. The Company applies accounting policies approved by the Management Board, which define the rules for measuring assets, equity and liabilities and determining profit or loss.

V. Assessment of the reasonableness of the Company's sponsorship, charitable giving or other similar policy

The Supervisory Board has reviewed the information on the Company's sponsorship, charitable and other similar activities, as included by the Management Board in the Directors' Report on the Company's operations in the financial year 2025. The Supervisory Board assesses that these activities in 2025 were consistent, reasonable and transparent. The objectives selected in this area fit within the business profile of Auto Partner S.A. and have a positive impact on the environment, while building an image of Auto Partner S.A. as a socially responsible company, which is also in line with the Auto Partner Code of Ethics. The Auto Partner Group and its employees engage in social outreach initiatives in the region, being aware that the Company is a corporate citizen in the community in which it operates.

Charitable activities

- Fundraising at the Group head office and branches for the 33rd Finale of the Great Orchestra of Christmas Charity (WOŚP),
- Support for activities aimed at combating animal homelessness,
- Support for educational activities of the National Road Traffic Safety Centre Foundation,
- Dog in the Office Day organised at the head office and branches of Auto Partner S.A.,
- Fundraising campaign for seniors from the St. Kalikst Hospice in Tychy as part of the A Package of Goodness Christmas initiative,
- Fundraising campaign for children from a local childcare institution as part of the A Package of Goodness Christmas initiative,
- Support for the Hockey with the Stars charity event in Tychy.

The Auto Partner Foundation, established in 2023, was actively engaged in charitable and social activities in 2025. It made a donation to the Świetlikowo Silesian Children's Hospice Foundation, provided support to a family affected by a fire, and delivered in-kind assistance to a local childcare institution and to beneficiaries of the St. Kalikst Hospice in Tychy. The support included the purchase of consumer electronics and household appliances, as well as specialised care products, contributing to improved day-to-day functioning of both institutions. 2025 was a period of intensive work on launching a project focused on the development of vocational education. The project aims to strengthen the competencies of students in mechanical specialisations and support their preparation for careers in the automotive industry.

Sponsorship activities

Auto Partner carried out sponsorship activities in the areas of motorsport and automotive media. The Company sponsored the TVN TURBO RALLY TEAM, featuring rally driver Łukasz Byśkiniewicz, and also supported drifting driver Paweł Korpuliński, Polish Champion in 2023 and 2024. Collaboration with automotive journalist Patryk Mikiciuk was also continued.

Total value of CSR donations: PLN 1,721,374.48
including cash donations to related foundations:

	Period ended 31 Dec 2025	Period ended 31 Dec 2024
ZWIERZ Nationwide Animal Welfare Foundation	1,400	1,200
Auto Partner Foundation	300	-
Total	1,700	1,200

Total value of support provided in other forms, including sponsorship: PLN 1,210,000.00

The Company discloses all beneficiaries in an in-house register, which includes all donations made to charitable organisations.

In light of the established standards and policies, all sponsorship and charitable activities undertaken in 2025 were conducted in a rational, transparent, and consistent manner. The chosen objectives align with the business profile of Auto Partner S.A. and have a positive impact on the environment, contributing to building the image of Auto Partner S.A. as a socially responsible company. The Supervisory Board accepts the Company's sponsorship and charitable giving policies as well as related expenses.

VI. Information on the degree of implementation of the diversity policy with respect to the Management Board, Supervisory Board and other key senior personnel of the Company

The Company has not adopted a separate diversity policy and does not follow such policy with respect to its governing bodies and key managers. The decisive criterion for the selection of members of the Company's governing bodies and key managers is, first and foremost, appropriate qualifications and knowledge required to serve in a given position.

Respect for diversity and protection against discrimination are addressed in the Auto Partner S.A. Work Rules, in the Code of Ethics of the Auto Partner Group, and in the Procedure for the Prevention of Discrimination, Harassment and Workplace Bullying. In those documents, the employer has made a commitment to respect diversity, and in particular to ensure equal treatment of employees with regard to entering into and terminating employment relationships, terms of employment, promotion and access to training, regardless of sex, age, disability, race, religion, nationality, political beliefs, union membership, ethnic origin, creed, sexual orientation, and regardless of whether a given person is employed for a definite or indefinite term and on a full-time or part-time basis. This approach applies to all employees, regardless of their position, and it is prohibited to take decisions on those matters on the basis of non-substantive reasons. No discrimination is tolerated within the Auto Partner Group. The Group is open to diversity and views it as a material resource that contributes to its value growth. Additionally, the Code of Ethics, the Procedure for Preventing Discrimination, Harassment and Workplace Bullying, and the Whistleblowing Rules establish mechanisms to be used in resolving doubts and reporting potential misconduct. The purpose of the regulations applicable at the Auto Partner Group is to protect the dignity and rights of employees and take appropriate measures against offenders.

Auto Partner S.A. believes that this solution is sufficient and effective. Although the Auto Partner Group is also active outside the Polish market, and employs many foreign nationals and thus makes up a multicultural organisation, no social problems related to nationality or ethnic origin were identified. The positive assessment of this aspect has been confirmed by inspections carried out by the National Labour Inspectorate (PIP).

The tables below present the composition of the Company's governing bodies, broken down by gender and age.

Management Board of Auto Partner S.A.

total	4
women	0
men	4
<30 years of age	0
31–40 years of age	1
41–50 years of age	2
>50 years of age	1
foreign nationals	0

Auto Partner S.A. Supervisory Board

total	5
women	0
men	5
<30 years of age	0
31–40 years of age	0
41–50 years of age	2
>50 years of age	3
foreign nationals	0

VII. Assessment of the Auto Partner S.A. Management Board's proposal on the allocation of the Company's net profit for the financial year 2025

In 2025, Auto Partner Spółka Akcyjna earned a net profit of **PLN 205,257,467.76**.

In the performance of its responsibilities under the Articles of Association, the Supervisory Board has reviewed the Management Board's proposal on the allocation of the Company's net profit for 2025 and accordingly endorses the following net profit allocation:

- The amount of PLN 19,593,000 (nineteen million, five hundred and ninety-three thousand złoty) to be distributed as dividend of PLN 0.15 (fifteen grosz) per share;

- The balance of PLN 185,664,467.76 (one hundred and eighty-five million, six hundred and sixty-four thousand, four hundred and sixty-seven złoty, seventy-six grosz) to be allocated to the Company's statutory reserve funds.

This endorsement is also included in the Supervisory Board Resolution No. 3 of 14 April 2026.

VIII. Aggregate amount of consideration payable by the Company for any audits ordered by the Supervisory Board in the financial year from third parties

In 2025, the Supervisory Board did not contract any third-party advisers.

IX. Recommendations

The Supervisory Board refrained from presenting the details of the Company's or the Group's financial performance, as these are exhaustively discussed in the relevant financial statements, the Directors' Report on the Company's and the Group's operations, and in the auditor's reports and opinions, all of which were reviewed by the Supervisory Board at its meeting on 14 April 2026.

At its meeting held on 14 April 2026, having analysed the relevant documents, the Supervisory Board authorised its 2025 reporting containing assessments of:

- The separate financial statements of Auto Partner S.A. for the financial year ended 31 December 2025,
- The Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2025,
- The consolidated financial statements of the Auto Partner Group for the financial year ended 31 December 2025.

The Supervisory Board concluded that the above documents comply with the applicable legal and regulatory requirements and give a true, fair and complete view of the Company's and the Group's business and that the Management Board's recommendation on the allocation of the 2025 net profit is reasonable in light of the Company's growth plans.

In the Supervisory Board's opinion, the Management Board made diligent efforts to ensure that the Company would achieve profit, and the Supervisory Board positively assesses the Management Board's actions aimed at furthering the Company's key strategic objectives. Considering the results of the assessment of the financial statements and the Directors' Report, and taking into account the overall conditions and circumstances in which the Company operated in 2025, the Supervisory Board, by submitting this Report, proposes that the Annual General Meeting of Auto Partner Spółka Akcyjna:

- approve the financial statements of Auto Partner S.A. and the consolidated financial statements of the Auto Partner Group for the financial year 2025,
- approve the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2025,

- resolve to allocate the 2025 net profit as proposed by the Management Board,
- grant discharge from liability to members of the Management Board and the Supervisory Board for their activities in 2025.

The Supervisory Board's assessment of the audit of the separate and consolidated financial statements and the Directors' Report on the operations of Auto Partner S.A. and the Auto Partner Group in the financial year 2025 was prepared on 14 April 2026 and is included in a separate document.

The Supervisory Board discussed and resolved to authorise this Report on 28 April 2026.

Bieruń, 28 April 2026

For the Supervisory Board:

Chair of the Supervisory Board – Jarosław Plisz _____