

MERGER PLAN

**MERCEDES-BENZ VANS MANUFACTURING POLAND
SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ**

and

**MERCEDES-BENZ MANUFACTURING POLAND
SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ**

agreed on February 20th, 2024

I. INTRODUCTION – the companies being the subject of the merger

1. Parties hereby decide to merge (hereinafter referred to as: the „**Merger**”) the following companies:

(i) **Acquiring Company:** Legal form: limited liability company; Business name: MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością; Registered office and address: Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149, with share capital: PLN 279,505,000.00 (in words: two hundred seventy-nine millions five hundred and five thousand Polish zlotys)

and

(ii) **Acquired Company:** Legal form: limited liability company; Business name: MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością; Registered office and address: Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542, with share capital: PLN 130,005,000.00 (in words: one hundred thirty million five thousand Polish zlotys)

(hereinafter referred to as jointly: the „**Companies**”).

2. Management board of the Acquiring Company and Management Board of the Acquired Company prepared, agreed and undersigned this merger plan (hereinafter referred to as: the „**Merger Plan**”) on the basis of the article 498 and 499 act of 15.09.2000 the Commercial Companies Code (hereinafter referred to as: the „**CCC**”).



II. CONDITIONS OF THE MERGER

Following conditions of the Merger have been agreed by the Parties:

1. The manner of merger

- 1.1. The Merger will take place through the takeover of the Acquired Company by the Acquiring Company pursuant to the article 492 § 1 section 1 of CCC, i.e. by transferring all assets of the Acquired Company to the Acquiring Company in exchange for the shares that the Acquiring Company shall issue to the sole shareholder of the Acquired Company.
- 1.2. As a result of the Merger, the share capital of the Acquiring Company will be increased from the amount of PLN 279,505,000.00 (in words: two hundred and seventy-nine million five hundred and five thousand Polish zlotys) to the amount of PLN 462,901,550.00 (in words: four hundred and sixty-two million nine hundred and one thousand five hundred and fifty zlotys), that is, by the amount of PLN 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys) through the creation of 3,667,931 (in words: three million six hundred and sixty-seven thousand nine hundred and thirty-one) shares, with a nominal value of PLN 50,00.00 (in words: fifty zlotys) each, with a total nominal value of PLN 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys).
- 1.3. The Merger of the Companies shall be effective on the date of entry of the Merger (the increase of the share capital of the Acquiring Company) in the register competent according to the seat of the Acquiring Company ("**Merger Date**"). This entry - in accordance with Article 493 § 2 of the CCC - has the effect of deleting the Acquired Company from the National Court Register. As a result of the Merger, the Acquiring Company - in accordance with Article 494 § 1 of the CCC - will enter into all the rights and obligations of the Acquired Company as of the Merger Date.
- 1.4. The Plan of Merger has been prepared taking into account the fact that the sole shareholder of both the Target Company and the Acquiring Company is MERCEDES-BENZ AG (Aktiengesellschaft), a company incorporated under German law, with its registered office in Stuttgart, Mercedesstraße 120, 70372 Stuttgart, Germany, registered in the German commercial register kept by the Stuttgart District Court under HRB 762863, share capital: EUR 1,000,020,000.00. Thus, as a result of the Merger, the interests of the Companies' shareholders are not likely to be affected, as both the Acquired Company and the Acquiring Company are single-member limited liability companies with the same shareholder, that is, MERCEDES-BENZ AG (also as: the "**Sole Shareholder**"). In connection with the consent of the Sole Shareholder, as part of the Merger procedure, in pursuant to article 503¹ § 1 of the CCC, it will not be required to:
 - a) prepare a written report justifying the Merger, its legal basis and economic justification, as referred to in article 501 § 1 of the CCC by the management boards of the Companies;
 - b) provide information on significant changes in assets and liabilities which occurred between the date of preparation of the Merger Plan and the date of adoption of the Merger resolution, pursuant to article 501 § 2 of the CCC by the management boards of the Companies;
 - c) revise the Merger Plan by an expert auditor and an opinion preparation by him.



2. The share exchange ratio and additional payments

- 2.1. The market value of the new shares in the increased share capital of the Acquiring Company to be allotted to the Sole Shareholder of the Acquired Company ("**Merger Shares**") shall be equal to the market value of the Acquired Company, subject to provision of point 2.7. of this Merger Plan.
- 2.2. The exchange ratio of Merger Shares resulting from the market value of 1 share of the Acquiring Company and 1 share of the Acquired Company is 71.1 : 100.3 and at the level of maximum divisibility 1 : 1.41, which means that for 1 share in the Acquired Company the Sole Shareholder will receive 1.41 shares in the Acquiring Company. As a result, under the Merger, the Sole Shareholder will be allotted a total of 3,667,931 Merger Shares with a nominal value of PLN 50.00 each with a total nominal value of PLN 183,396,550.00, which will correspond to the market value of the Acquired Company.
- 2.3. The share exchange parity has been determined so that the market value of the shares to be issued by the Acquiring Company to the Sole Shareholder of the Acquired Company is equal to the market value of the Acquired Company. The market value of both the Acquired Company and the Acquiring Company was valued. All assets of the Acquired Company and the Acquiring Company were subject to valuation.
- 2.4. The valuation of the Acquiring Company was carried out as at January 1, 2024 using the DCF method. According to this valuation, the value of the Acquiring Company is EUR 91,436,376.66, which, when converted to PLN at the EUR exchange rate announced by the National Bank of Poland on the last business day preceding the valuation, i.e. December 29, 2023, amounts to PLN 397,565,366.00 after rounding to whole zlotys. After dividing this value by the number of shares in the share capital of the Acquiring Company, the market value of a single share in the Acquiring Company was set at PLN 71.1.
- 2.5. The valuation of the Acquired Company was carried out as at January 1, 2024 using the adjusted net asset method. According to this valuation, the value of the Acquired Company is PLN 260,861,620.00. After dividing this value by the number of shares in the share capital of the Acquired Company, the market value of a single share in the Acquired Company was set at PLN 100.3.
- 2.6. The parity of exchange of shares in the Acquired Company for Merger Shares has been determined by comparing the value of a single share in the Acquired Company with the value of a single share in the Acquiring Company, i.e. 100.3 PLN : 71.1 PLN, which gives, an exchange parity of 100.3: 71.1 and at the level of maximum divisibility 1.41 : 1. This means that for each acquired share in the Acquired Company, the Acquiring Company will issue 1.41 of its share. Thus, the Merger Shares will cover the market value of the Acquired Company.
- 2.7. Due to the fact that the determination of the exchange parity required the use of rounding, and thus the number of Merger Shares allocated to the Sole Shareholder will be a natural number, the Sole Shareholder of the Acquired Company will receive a additional payments in cash in the amount of PLN 37.83.



3. Acquiring Company shares allocation terms

3.1. The shares from the Merger shall be allocated to the Sole Shareholder on the Merger Date, in accordance with Articles 493 § 2 and 494 § 4 of the CCC. The Sole Shareholder will, by a virtue of law, increase its ownership interest in the Acquiring Company, without being obliged to take up and pay for the issued shares from arose the Merger.

3.2. Taking into account the arrangements contained in section 2 of the Merger, in connection with the execution of the Merger, the share capital of the Acquiring Company will be increase by the amount of PLN 183,396,550.00, i.e. to the amount of PLN 462,901,550.00 by creation of 3,667,931 new Merger Shares which will be allotted to the Sole Shareholder – MERCEDES-BENZ AG.

4. The date from which the Merger shares shall entitle to participate in profits of the Acquiring Company

Merger shares shall entitle to participate in the profit of the Acquiring Company, starting from the first day of the financial year in which the Merger Date shall take place.

5. Rights granted by Acquiring Company to the shareholders and persons specifically entitled in the Acquired Company

The Companies agree that as a result of the Merger, no rights pursuant to Article 499 § 1 section 5 of the CCC shall be granted.

6. Special benefits for members of the Companies' bodies, as well as other persons participating in the merger

The Companies agree that as a result of the Merger, no rights pursuant to Article 499 § 1 section 6 of the CCC will be granted.

7. Intended concentration notification exemption

The Merger is not a subject to the obligation of notifying the intention of concentration to the President of the Office of Competition and Consumer Protection, as the merging Companies belong to the same capital group (Article 14, section 5 of the Act of 16 February 2007 on competition and consumers protection act i.e. Journal of Laws of 2021, item 275, as amended).

III. LEGAL BASIS OF THE MERGER

Pursuant to the disposition of Article 506 of the CCC, the basis for the Merger will be consensual resolutions of the shareholders' meetings of the Acquiring Company and the Acquired Company containing approval of the Merger Plan and the contents of the amendments to the Articles of Association of the Acquiring Company resulting from the Merger. A resolution of the Acquiring Company will also constitute an increase in its share capital. In addition, due to the wording of Article 516 § 1 and § 6¹ of the CCC and due to the fact that the Merger is carried out with an increase in the share capital of the Acquiring Company, the Acquired Company will adopt the resolution referred to in Article 506 of the Companies Act



IV. ATTACHMENTS

- a. Attachment no. 1: draft of the resolution of the Extraordinary Meeting of Shareholders of the Acquired Company on Merger of the Companies;
- b. Attachment no. 2: draft of the resolution of the Extraordinary Meeting of Shareholders of the Acquiring Company on Merger of the Companies;
- c. Attachment No. 3: Acquired Company assets value determination as of 1.01.2024;
- d. Attachment No. 4: statement of the Acquired Company Management Board on the accounting status for the purpose of the Merger, as of 1.01.2024;
- e. Attachment No. 5: statement of the Acquiring Company Management Board on the accounting status for the purpose of the Merger, as of the date 1.01.2024;
- f. Attachment No. 6: Acquiring Company articles of association amendment draft.


This Merger Plan has been drawn up in four identical copies, two copies for each Party.

[SIGNATURES ON THE NEXT PAGE]

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**JÖRG SCHMALENBACH – PRESIDENT OF THE BOARD
MERCEDES-BENZ MANUFACTURING POLAND SP. Z O.O.**



**URSZULA CZURAK – MEMBER OF THE BOARD
MERCEDES-BENZ MANUFACTURING POLAND SP. Z O.O.**



**JÖRG SCHMALENBACH – PRESIDENT OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**



**DIRK FLEISCHMANN – MEMBER OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**



ATTACHMENT NO. 1 to the Merger Plan – DRAFT OF THE RESOLUTION OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE ACQUIRED COMPANY ON MERGER OF THE COMPANIES

**RESOLUTION NO [•]
EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY
under the name:
MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną
odpowiedzialnością
with its registered office in Jawor
dated on [•]**

regarding: the merger of MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, as the acquiring company, with MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, as the acquired company, through the transfer of all assets of the acquired company to MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, together with the approval of the Shareholders Meeting of the merging companies' merger plan and the proposed amendments to the acquiring company's Articles of Association

Pursuant to the Article 492 § 1 section 1 and the Article 506 of the commercial companies code (hereinafter referred to as: „CCC”) Extraordinary Shareholders Meeting of the company MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor (hereinafter referred to as: the „**Acquired Company**”) hereby decides as follows:

§ 1

MERGER

1. The Acquired Company merges (hereinafter referred to as: "**Merger**") with the company under its business name: MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149, by transferring all assets of the Acquired Company to MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor(hereinafter referred to as: "**Acquiring Company**").
2. The Merger will be conducted pursuant to Article 492 § 1 section 1 of the CCC, i.e. by transferring all assets of the Acquired Company to the Acquiring Company in exchange for shares in the increased share capital of the Acquiring Company allocated to the sole shareholder of the Acquired Company - in accordance with the rules set out in the merger plan agreed between the Acquiring Company and the Acquired Company on 20.02.2024 (hereinafter: "**Merger Plan**").



§ 2

MERGER APPROVAL

The Extraordinary Shareholders Meeting of the Acquired Company, pursuant to Article 506 § 4 of the CCC, hereby consents to: (i) the Merger Plan and (ii) the Acquiring Company articles of association amendments in relation to the Merger indicated in §3 of this Resolution.

§ 3

CONSENT TO PROPOSED AMENDMENTS TO THE ACQUIRING COMPANY ARTICLES OF ASSOCIATION

The Extraordinary Shareholders Meeting of the Acquired Company, in connection with the Merger, consents to the proposed amendments to the Acquiring Company's Articles of Association, consisting of the following:

- a) §5 Section 3 of the Acquiring Company's articles of association shall receive a following wording:

"3. The share capital of the Company amounts to PLN 462,901,550.00 (in words: four hundred and sixty-two million nine hundred and one thousand five hundred and fifty zlotys) and is divided into 9.258.031 shares with a nominal value of PLN 50.00 each."

- b) in §5 of the Acquiring Company's articles of association a new section 6A is added with the following wording:

"6A In the process of the Company's merger with MERCEDES-BENZ VANS MANUFACTURING POLAND sp. z o.o., with its registered seat in Jawor, the sole shareholder of the Company, i.e. MERCEDES-BENZ AG, was issued a total of 3.667.931 shares in the Company's share capital with a nominal value of PLN 50.00 (fifty zlotys) each with a total nominal value of PLN 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys), which were fully covered by the assets of MERCEDES-BENZ VANS MANUFACTURING POLAND."

§ 4

AUTHORISATION

The Extraordinary Shareholders' Meeting of the Acquired Company, hereby authorizes and commits the Acquired Company Management Board to perform all legal and factual acts necessary and related to the Merger.

§ 5

FINAL PROVISION

The Resolution comes into force upon its adoption, with effect from the date of its registration by the competent Registry Court.



ATTACHMENT NO. 2 to the Merger Plan – DRAFT OF THE RESOLUTION OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE ACQUIRING COMPANY ON MERGER OF THE COMPANIES

**RESOLUTION NO [•]
EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY
under the name:
MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością
with its registered office in Wrocław
on [•]**

regarding: the merger of MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, as the acquiring company, with MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, as the acquired company, through the transfer of all assets of the acquired company to MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością, with its registered office in Jawor, together with the approval of the Shareholders Meeting of the merging companies' merger plan and the proposed amendments to the acquiring company's Articles of Association

Pursuant to the Article 492 § 1 section 1 and the Article 506 of the commercial companies code (hereinafter referred to as: „CCC”) Extraordinary Shareholders Meeting of the company MERCEDES-BENZ MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor (hereinafter referred to as: the „Acquiring Company”) hereby decides as follows:

§ 1

MERGER

1. The Acquiring Company merges (hereinafter referred to as: "**Merger**") with the company under its business name: MERCEDES-BENZ VANS MANUFACTURING POLAND spółka z ograniczoną odpowiedzialnością with its registered office in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542 (hereinafter: "**Acquired Company**") by transferring all assets of the Acquired Company to the Acquiring Company.
2. The Merger shall be conducted pursuant to Article 492 § 1 section 1 of the CCC, i.e. by transferring all assets of the Acquired Company to the Acquiring Company in exchange for shares in the increased share capital of the Acquiring Company issued to the sole shareholder of the Acquired Company - on the terms and conditions set out in the plan of merger agreed between the Acquired Company and the Acquiring Company on 20.02.2024 (hereinafter referred to as: "**Merger Plan**").



§ 2

MERGER APPROVAL

The Extraordinary Shareholders Meeting of the Acquiring Company, pursuant to Article 506 § 4 of the CCC, hereby consents to: (i) the Merger Plan and (ii) the Acquiring Company Articles of Association amendments in relation to the Merger indicated in §4 of this Resolution.

§ 3

AN INCREASE IN THE SHARE CAPITAL OF THE ACQUIRING COMPANY

1. In order to carry out the Merger, the share capital of the Acquiring Company shall be increased from PLN 279,505,000.00 (in words: two hundred and seventy-nine million five hundred and five thousand zlotys) to PLN 462,901,550.00 (in words: four hundred and sixty-two million nine hundred and one thousand five hundred and fifty zlotys), that is, by the amount of 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys) by creating 3,667,931 (in words: three million six hundred and sixty-seven thousand nine hundred and thirty-one) new shares with a nominal value of 50.00 PLN (in words: fifty zlotys 00/100) each, with a total nominal value of 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys).
2. All shares referred to in section (1) above shall be issued in the Merger process to the sole shareholder of the Acquired Company, which is also the sole shareholder of the Acquiring Company, i.e. MERCEDES-BENZ AG, pursuant to Article 494 § 4 of the CCC and shall not require subscription or payment.
3. The new shares referred to in section (1) above shall be entitled to share in the profit of the Acquiring Company from the first day of the financial year in which the Merger is entered in the relevant register at the court having jurisdiction over the registered office of the Acquiring Company.

§ 4

ACQUIRING COMPANY ARTICLES OF ASSOCIATION AMENDMENTS

The Extraordinary Shareholders Meeting of the Acquiring Company, in connection with the Merger, agrees to the proposed amendments to the Acquiring Company's Articles of Association consisting of the following:

- a) §5 Section 3 of the Acquiring Company's articles of association shall receive a following wording:

"3. The share capital of the Company amounts to PLN PLN 462,901,550.00 (in words: four hundred and sixty-two million nine hundred and one thousand five hundred and fifty zlotys) and is divided into 9.258.031 shares with a nominal value of PLN 50.00 each."

- b) in §5 of the Acquiring Company's articles of association a new section 6A is added with the following wording:

"6A In the process of the Company's merger with MERCEDES-BENZ VANS MANUFACTURING POLAND sp. z o.o., with its registered seat in Jawor, the sole shareholder of the Company, i.e. MERCEDES-BENZ AG, was issued a total of 3.667.931 shares in the Company's share capital with a nominal value of PLN 50.00 (fifty zlotys) each with a total



nominal value of PLN 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys), which were fully covered by the assets of MERCEDES-BENZ VANS MANUFACTURING POLAND."

§ 5

AUTHORISATION

The Extraordinary Shareholders' Meeting of the Acquiring Company, hereby authorizes and commits the Acquiring Company Management Board to perform all legal and factual acts necessary and related to the Merger.

§ 6

FINAL PROVISION

The Resolution comes into force upon its adoption, with effect from the date of its registration by the competent Registry Court.



**ATTACHMENT NO. 3 to the Merger Plan –ACQUIRED COMPANY ASSETS VALUATION
AS OF 01.01.2024**

**ASSETS VALUATION OF THE COMPANY
MERCEDES-BENZ VANS MANUFACTURING POLAND SPÓŁKA Z OGRANICZONĄ
ODPOWIEDZIALNOŚCIĄ
WITH ITS REGISTERED OFFICE IN JAWOR**

This document concerning the determination of the assets valuation of the company under its business name: **MERCEDES-BENZ VANS MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered office in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542 (hereinafter referred to as: **“the Company”**), has been drawn up in connection with the planned merger of the Company with the company under its business name: **MERCEDES-BENZ MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149 (acquiring company).

1. The basis for determining the Company's assets valuation

The basis for determining the value of the Company's assets is the received market valuation report, prepared by an independent entity based on the adjusted net asset method.

2. The Company's assets value

As a result of the valuation carried out using the adjusted net asset method, the value of the Company's assets as at 01.01.2024 was set at: **PLN 260,861,620.00**.

**JÖRG SCHMALENBACH – PRESIDENT OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**

**DIRK FLEISCHMANN – MEMBER OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**



ATTACHMENT NO. 4 to the Merger Plan - STATEMENT OF THE ACQUIRED COMPANY MANAGEMENT BOARD ON THE ACCOUNTING STATUS FOR MERGER PURPOSES AS OF THE DATE 01.01.2024.

**ACCOUNTING STATEMENT
MERCEDES-BENZ VANS MANUFACTURING POLAND SPÓŁKA Z OGRANICZONĄ
ODPOWIEDZIALNOŚCIĄ WITH ITS REGISTERED OFFICE IN JAWOR**

The Management Board of the company under its business name: **MERCEDES-BENZ VANS MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered office in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542 (hereinafter: **“the Company”**), ensured the preparation of the Company's opening balance sheet as of the 01.01.2024 for the purposes of the Company's merger with the company under its business name: **MERCEDES-BENZ MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149.

The Management Board of the Company, hereby declares that the financial documents prepared for the purpose of the merger fully present the financial situation of the Company, the financial result and its profitability. Therefore, the Management Board of the Company hereby declares that:

1. There were no irregularities in the operation of the Company's management;
2. The company did not have any objections raised by the relevant authorities regarding non-compliance or irregularities in its financial reporting;
3. Financial documents prepared for the purpose of the merger as of 01.01.2024 are consistent with the Company's financial situation.

The balance sheet of the Company as of 01.01.2024 is attached to this Statement.

**JÖRG SCHMALENBACH – PRESIDENT OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**

**DIRK FLEISCHMANN – MEMBER OF THE BOARD
MERCEDES-BENZ VANS MANUFACTURING POLAND SP. Z O.O.**



**ATTACHMENT NO. 5 to the Merger Plan- STATEMENT OF THE ACQUIRING COMPANY
MANAGEMENT BOARD ON THE ACCOUNTING STATUS FOR THE PURPOSE OF THE
MERGER, AS OF THE DATE 01.01.2024**

**ACCOUNTING STATEMENT
MERCEDES-BENZ MANUFACTURING POLAND SPÓŁKA Z OGRANICZONĄ
ODPOWIEDZIALNOŚCIĄ WITH ITS REGISTERED OFFICE IN JAWOR**

The Management Board of the company under its business name: **MERCEDES-BENZ MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149 (hereinafter: "**the Company**"), ensured the preparation of the Company's opening balance sheet as of 01.01.2024 for the purpose of the Company's merger with the company under the name: **MERCEDES-BENZ VANS MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered office in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542.

The Management board of the Company, hereby declare that the financial documents prepared for the purpose of the merger dully present the financial situation of the Company, the financial result and its profitability. Therefore, the Management Board of the Company hereby declares that:

1. there were no irregularities in the operation of the Company's management;
2. The company did not have any objections raised by the relevant authorities regarding non-compliance or irregularities in its financial reporting;
3. financial documents prepared for the purpose of the merger as of 01.01.2024 are consistent with the Company's financial situation.

Balance sheet of the Company prepared as of 01.01.2024 shall constitute Attachment to this Statement.

**DIRK FLEISCHMANN – MEMBER OF THE BOARD
MERCEDES-BENZ MANUFACTURING POLAND SP. Z O.O.**

**URSZULA CZURAK – MEMBER OF THE BOARD
MERCEDES-BENZ MANUFACTURING POLAND SP. Z O.O.**



ATTACHMENT NO. 6 to the Merger Plan – ACQUIRING COMPANY ARTICLES OF ASSOCIATION AMENDMENT DRAFT

In order to merge the following companies (i) **MERCEDES-BENZ MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered seat in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0000629149 ("**Acquiring Company**") and (ii) **MERCEDES-BENZ VANS MANUFACTURING POLAND** spółka z ograniczoną odpowiedzialnością with its registered office in Jawor, Gottlieba Daimlera 5 Street, 59 – 400 Jawor, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS no.: 0001008542 ("**Acquired Company**"), the following amendments to the Articles of Association of the Acquiring Company are planned:

- a) §5 Section 3 of the Acquiring Company's articles of association shall receive a following wording:

"3. The share capital of the Company amounts to 462,901,550.00 (in words: four hundred and sixty-two million nine hundred and one thousand five hundred and fifty zlotys) and is divided into 9.258.031 shares with a nominal value of PLN 50.00 each."

- b) in §5 of the Acquiring Company's articles of association a new section 6A is added with the following wording:

"6A In the process of the Company's merger with MERCEDES-BENZ VANS MANUFACTURING POLAND sp. z o.o., with its registered seat in Jawor, the sole shareholder of the Company, i.e. MERCEDES-BENZ AG, was issued a total of 3.667.931 shares in the Company's share capital with a nominal value of PLN 50.00 (fifty zlotys) each with a total nominal value of PLN 183,396,550.00 (in words: one hundred and eighty three million three hundred and ninety six thousand five hundred and fifty zlotys), which were fully covered by the assets of MERCEDES-BENZ VANS MANUFACTURING POLAND."

Mercedes-Benz Manufacturing Poland Sp. z o.o.
Sprawozdanie z sytuacji finansowej

Waluta prezentacyjna
PLN
Bilans otwarcia 01/01/2024

AKTYWA

Aktywa trwale

Wartości niematerialne i prawne	2,518,912.44
Rzeczowe aktywa trwale	3,775,808,597.12
Prawo do użytkowania aktywów (MSSF 16)	8,416,854.98
Aktywa z tytułu odroczonego podatku dochodowego	45,652,938.89
Pozostałe aktywa	177,549.79
	<u>3,832,574,853.21</u>

Aktywa obrotowe

Należności z tytułu dostaw i usług oraz pozostałe	1,349,653,754.98
Zapasy	224,322,245.56
Aktywa z tyt.umowy (IFRS 15)	124,237,952.75
Należności publiczno - prawne	36,226,917.65
Środki pieniężne i ich ekwiwalenty	210,908,612.05
	<u>1,945,349,482.99</u>

SUMA AKTYWÓW

5,777,924,336.20

PASYWA

Kapitał własny

Kapitał podstawowy	279,505,000.00
Kapitał z nadwyżki ceny emisyjnej powyżej wartości nominalnej	302,065,829.25
Zyski zatrzymane	315,541,588.06
Różnice kursowe z przeliczenia	32,675,409.87
	<u>929,787,827.18</u>

Zobowiązania długoterminowe

2,710,591,995.02

2,710,591,995.02

Zobowiązania krótkoterminowe

Zobowiązania z tytułu dostaw i usług oraz pozostałe	704,543,883.85
Zobowiązania z tytułu świadczeń na rzecz pracowników	19,144,667.78
Zobowiązania publiczno-prawne	99,556,646.20
Zobowiązania z tytułu kredytów i pożyczek	1,250,576,773.25
Zobowiązania z tyt. Leasingu (MSSF 16)	0.00
Pozostałe zobowiązania	4,248,098.19
Rezerwa z tytułu odroczonego podatku dochodowego	0.00
Rozliczenia międzyokresowe bierne	59,474,444.75
	<u>2,137,544,514.01</u>

2,137,544,514.01

Zobowiązania razem

4,848,136,509.03

SUMA PASYWÓW

5,777,924,336.20

Mercedes-Benz Vans Manufacturing Poland sp. z o.o.*Bilans otwarcia na dzień 01.01.2024*

BILANS - AKTYWA	
Aktywa trwałe	43,037,114.17
Wartości niematerialne i prawne	0.00
Rzeczowe aktywa trwałe	42,963,991.17
Środki trwałe w budowie	42,261,451.17
Zaliczki na środki trwałe w budowie	702,540.00
Należności długoterminowe	0.00
Inwestycje długoterminowe	0.00
Długoterminowe rozliczenia międzyokresowe	73,123.00
Aktywa z tytułu odroczonego podatku dochodowego	73,123.00
Aktywa obrotowe	251,894,372.32
Zapasy	0.00
Należności krótkoterminowe	17,852,586.58
Należności od jednostek powiązanych	11,774,785.15
z tytułu dostaw i usług	11,774,785.15
- do 12 miesięcy	11,774,785.15
Należności od pozostałych jednostek	6,077,801.43
z tytułu podatków, dotacji, ceł, ubezpieczeń społecznych i	6,077,801.43
Inwestycje krótkoterminowe	234,041,785.74
Krótkoterminowe aktywa finansowe	234,041,785.74
środki pieniężne i inne aktywa pieniężne	234,041,785.74
- środki pieniężne w kasie i na rachunkach	388,947.82
- inne środki pieniężne	233,652,837.92
Krótkoterminowe rozliczenia międzyokresowe	0.00
Należne wpłaty na kapitał (fundusz) podstawowy	0.00
Udziały (akcje) własne	0.00
AKTYWA RAZEM	294,931,486.49
BILANS - PASywa	
Kapitał własny	260,861,620.37
Kapitał podstawowy	130,005,000.00
Kapitał zapasowy, w tym:	130,000,000.00
Zysk/(Strata) netto	856,620.37
Zobowiązania i rezerwy na zobowiązania	34,069,866.12
Rezerwy na zobowiązania	0.00
Zobowiązania długoterminowe	0.00
Zobowiązania krótkoterminowe	10,242,444.15
Zobowiązania wobec jednostek powiązanych	773,552.68
z tytułu dostaw i usług	773,552.68
- do 12 miesięcy	773,552.68
Zobowiązania wobec pozostałych jednostek	9,468,891.47
z tytułu dostaw i usług	9,029,758.47
- do 12 miesięcy	9,029,758.47
z tytułu podatków, ceł, ubezpieczeń społecznych i	439,133.00
Rozliczenia międzyokresowe	23,827,421.97
Inne rozliczenia międzyokresowe	23,827,421.97
- krótkoterminowe	23,827,421.97
PASYWA RAZEM	294,931,486.49