

## **MERGER PLAN**

SO EASY SYSTEM Sp. z o.o.  
(Acquiring company)

and

WINCO Sp. z o.o.  
(Acquired company)

Czosnów, 9 October 2020

Handwritten signatures and initials in the bottom right corner of the page. There are two distinct signatures, one above the other, and some initials below them.

## Table of contents:

1.	DEFINITIONS USED IN THE MERGER PLAN .....	3
2.	TYPE, BUSINESS NAMES AND REGISTERED OFFICES OF THE MERGING COMPANIES .....	3
2.1.	THE ACQUIRING COMPANY .....	3
2.2.	THE ACQUIRED COMPANY .....	3
3.	MERGER METHOD AND LEGAL BASIS .....	4
3.1.	LEGAL BASIS AND MERGER METHOD .....	4
3.2.	THE AIM OF THE MERGER.....	4
3.3.	RESOLUTIONS ON MERGER OF COMPANIES .....	5
3.4.	NO OBLIGATION TO NOTIFY THE INTENDED CONCENTRATION .....	5
3.5.	LEGAL SUCCESSION.....	5
3.6.	LEGAL CONDITIONS OF THE MERGER.....	5
4.	THE ACQUIRING COMPANY'S SHARES.....	6
5.	ARTICLES OF ASSOCIATION OF THE ACQUIRING COMPANY .....	6
6.	RIGHTS GRANTED BY THE ACQUIRING COMPANY TO PERSONS SPECIALLY AUTHORISED IN THE ACQUIRED COMPANY .....	6
7.	SPECIAL BENEFITS FOR MEMBERS OF THE GOVERNING BODIES OF THE ACQUIRED AND ACQUIRING COMPANY AND OTHER PERSONS PARTICIPATING IN THE MERGER.....	7
8.	MERGER DATE.....	7
9.	VALUE OF ASSETS OF THE ACQUIRED COMPANY .....	7
10.	ACCOUNTING RECORDS OF THE ACQUIRING AND ACQUIRED COMPANY .....	7
11.	ANNOUNCEMENT OF THE MERGER PLAN.....	7
12.	AGREEMENT ON THE MERGER PLAN .....	7
13.	APPENDICES TO THE MERGER PLAN:.....	9



## 1. DEFINITIONS USED IN THE MERGER PLAN

For the purposes of the Merger Plan, the following understanding of the terms used herein is adopted:

- a) **Merger Plan** - this document
- b) **CCC** - Act of 15 September 2000 Code of Commercial Companies (Dz.U.2019.505 consolidated text of 15 March 2018 as amended).
- c) **Acquiring Company** - SO EASY SYSTEM Sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000297918, NIP 7010100729, REGON 141226640, represented by the Management Board and personally by Peter Blijweert - Member of the Management Board A, Tomasz Weśniuk - Member of the Management Board A and Wim Roger G. Van Acker - Member of the Management Board B, Francis Jozef W. Van Eeckhout - Member of the Management Board B.
- d) **Acquired Company** - WINCO sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000631780, NIP 5311694929, REGON 365154275, represented by the Management Board and personally by Tomasz Weśniuk - President of the Management Board and Peter Blijweert - Vice-President of the Management Board.

## 2. TYPE, BUSINESS NAMES AND REGISTERED OFFICES OF THE MERGING COMPANIES

### 2.1. THE ACQUIRING COMPANY

SO EASY SYSTEM sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000297918, NIP 7010100729, REGON 141226640, represented by the Management Board and personally by Peter Blijweert - Member of the Management Board A, Tomasz Weśniuk - Member of the Management Board A and Wim Roger G. Van Acker - Member of the Management Board B, Francis Jozef W. Van Eeckhout - Member of the Management Board B.

### 2.2. THE ACQUIRED COMPANY

WINCO sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000631780, NIP 5311694929, REGON 365154275, represented by the

Management Board and personally by Tomasz Weśniuk, President of the Management Board, and Peter Blijweert, Vice-President of the Management Board.

### 3. MERGER METHOD AND LEGAL BASIS

#### 3.1. LEGAL BASIS AND MERGER METHOD

The merger of the Companies shall take place pursuant to the following provisions:

- Article 492 §1 subparagraph 1 of the Code of Commercial Companies. (merger by acquisition) by transferring all assets of the Acquired Company to the Acquiring Company;
- Article 515 §1 subparagraph 1 of the Code of Commercial Companies. - without increasing the share capital of the Acquiring Company, due to the fact that the Acquiring Company holds all the shares in the Acquired Company;
- Article 516 of the Code of Commercial Companies. - merger in a simplified procedure, i.e. without preparing a written report justifying the merger and without subjecting the Merger Plan to an audit of its reliability and correctness by a certified auditor and without preparing an opinion by the auditor.

Taking into account the fact that the Acquiring Company is entitled to all 50 shares with the total nominal value of PLN 5,000.00, representing 100% of the share capital of the Acquired Company, the merger will be effected pursuant to Article 515 §1 of the Code of Commercial Companies and 516 §6 of the Code of Commercial Companies, i.e. without increasing the share capital of the Acquiring Company and, consequently, without exchanging shares in the share capital of the Acquired Company for shares in the share capital of the Acquiring Company.

#### 3.2. THE AIM OF THE MERGER

The aim of the merger is primarily to optimise/reduce the costs of business activities of both Companies, as well as to simplify the organisational structure of SO EASY Group companies in Poland.

The benefits of the merger of the Companies include, among others:

- consolidation of the activities of the Acquired Company, after the reduction of its activity, within the Group,

- takeover of assets of the Acquired Company by the Acquiring Company,
- reduction of the costs of the merged companies, in particular administrative costs,
- simplifying the Group's management, shortening the decision-making processes and their implementation time.

### 3.3. RESOLUTIONS ON MERGER OF COMPANIES

Pursuant to Article 516 §1 in connection with Article 516 §6 of the Code of Commercial Companies the merger of the Companies requires a resolution of the General Meeting of Shareholders of the Acquired Company, the draft of which is attached as **Appendix 1** to the Merger Plan. With respect to the Acquiring Company, the resolution on the merger will be adopted by the General Meeting of Shareholders, and its draft constitutes **Appendix 2** to the Merger Plan.

### 3.4. NO OBLIGATION TO NOTIFY THE INTENDED CONCENTRATION

Pursuant to Article 14 §5 of the Act on Competition and Consumer Protection of 16 February 2007 (Dz.U.2020.1076, consolidated text of 22 June 2020), the merger of the Companies is not subject to notification of the intended concentration to the President of the Office of Competition and Consumer Protection, as the merging companies belong to the same capital group.

### 3.5. LEGAL SUCCESSION

As of the merger date, the Acquiring Company enters into all rights and obligations of the Acquired Company (Article 494 §1 of the Code of Commercial Companies).

As of the merger date, in particular, the permits, licences and discounts which have been granted to the Acquired Company shall be transferred to the Acquiring Company, unless the act or decision on granting the permit, licence or discount provides otherwise (Article 494 §2 of the Code of Commercial Companies).

### 3.6. LEGAL CONDITIONS OF THE MERGER

The Acquiring Company and the Acquired Company meet the merger conditions required by law (Article 491 §3 of the Code of Commercial Companies), in particular:

- 1) The Acquiring Company is not in liquidation, as a result of which it has not started the division of its assets either;

- 2) The Acquiring Company is not in bankruptcy;
- 3) The Acquired Company is not in liquidation, as a result of which it has not started the division of its assets either;
- 4) The Acquired Company is not in bankruptcy.

#### **4. SHARES OF THE ACQUIRING COMPANY**

Taking into account the fact that all shares in the Acquired Company are held by the Acquiring Company, the merger will be carried out in the simplified procedure described in Article 516 of the Code of Commercial Companies. Thus, no shares of the Acquired Company will be transferred to the Acquiring Company as the sole shareholder of the Acquired Company, and in the Merger Plan:

- the ratio of exchange of shares in the Acquired Company for shares in the Acquiring Company will not be determined,
- no rules will be defined concerning the allocation of shares in the Acquiring Company,
- no subsidies will be specified,
- the date as of which the shares of the Acquiring Company transferred to a shareholder of the Acquired Company entitle the shareholder to participate in the profit of the Acquiring Company shall not be determined.

#### **5. ARTICLES OF ASSOCIATION OF THE ACQUIRING COMPANY**

As the merger will be carried out without increasing the share capital of the Acquiring Company (Article 515 §1 of the Code of Commercial Companies) and as the merger does not give rise to any new circumstances requiring disclosure in the articles of association of the Acquiring Company, the articles of association of the Acquiring Company will not be amended in connection with the merger of the Companies. In view of the foregoing, Article 499 §2 subparagraph 2 of the Code of Commercial Companies does not apply to the merger, so there is no obligation to attach draft amendments to the articles of association of the Acquiring Company to the Merger Plan.

#### **6. RIGHTS GRANTED BY THE ACQUIRING COMPANY TO PERSONS SPECIALLY AUTHORISED IN THE ACQUIRED COMPANY**

In connection with the merger, no rights will be granted by the Acquiring Company to the shareholders or persons specifically authorised in the Acquired Company, referred to in Article 499 §1 subparagraph 5 of the Code of Commercial Companies.

**7. SPECIAL BENEFITS FOR MEMBERS OF THE GOVERNING BODIES OF THE ACQUIRED AND ACQUIRING COMPANY AND OTHER PERSONS PARTICIPATING IN THE MERGER**

In connection with the merger, no special benefits will be granted by the Acquiring Company to the members of the governing bodies of the merging companies, as well as to other persons participating in the merger, referred to in Article 499 §1 subparagraph 6 of the Code of Commercial Companies.

**8. MERGER DATE**

Pursuant to Article 493 §2 of the Code of Commercial Companies, the merger date is the date on which the merger is entered in the register. The Acquired Company will be dissolved, without liquidation proceedings, on the date of deletion from the register.

**9. VALUE OF ASSETS OF THE ACQUIRED COMPANY**

**Appendix 3** to the Merger Plan.

**10. ACCOUNTING RECORDS OF THE ACQUIRING AND ACQUIRED COMPANY**

**Appendix 4** to the Merger Plan.

**11. ANNOUNCEMENT OF THE MERGER PLAN**

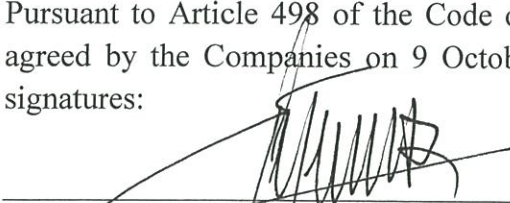
Pursuant to Article 500 §2<sup>1</sup> of the Code of Commercial Companies, the merger plan will be made available to the public free of charge on the website of the Acquiring and Acquired Company:


<https://soeasysystem.com/>

[www.winco.biz.pl/](http://www.winco.biz.pl/)

**12. AGREEMENT ON THE MERGER PLAN**

Pursuant to Article 498 of the Code of Commercial Companies the Merger Plan was agreed by the Companies on 9 October 2020 in Czosnów, which was confirmed by signatures:

  
\_\_\_\_\_  
*Peter Blijweert - Member of the Management Board A of the Acquiring Company*

  
\_\_\_\_\_  
*Wim Roger G. Van Acker - Member of Management Board B of the Acquiring Company*

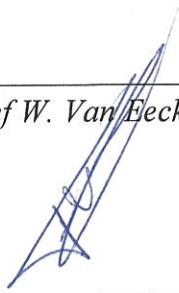
*Tomasz Weśniuk*

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*Tomasz Weśniuk - Member of the Management Board A of the Acquiring Company*

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*Francis Jozef W. Van Eeckhout - Member of the Management Board B of the Acquiring Company*



*Tomasz Weśniuk*

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*Tomasz Weśniuk - President of the Management Board of the Acquired Company*

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*Peter Blijweert - Vice-President of the Management Board of the Acquired Company*





### 13. Appendices to the Merger Plan:

Appendix 1. Draft resolution of the Meeting of Shareholders of the Acquired Company

**Resolution No \_\_\_\_\_**  
**Extraordinary General Meeting of Shareholders of Winco Sp. z o.o.**  
**dated \_\_\_\_\_ 2020**

**on the merger of SO EASY SYSTEM Sp. z o.o. and Winco Sp. z o.o. under the terms of  
the Merger Plan agreed on 9 October 2020 and the approval of the Merger Plan**

The Extraordinary General Meeting of Shareholders of Winco Sp. z o.o. with its registered office in Czosnów (the "Acquired Company"), acting pursuant to Article 492 §1 subparagraph 1 of the Code of Commercial Companies, Article 506 of the Code of Commercial Companies, and Article 516 of the Code of Commercial Companies, hereby resolves as follows:

#### §1 MERGER OF COMPANIES

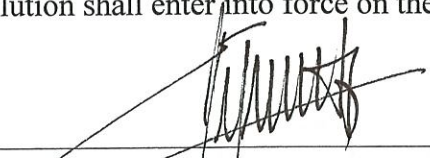
1. The Extraordinary Meeting of Shareholders of the Acquired Company hereby acknowledges and approves the merger plan under which the Company will merge with the company operating under the business name of SO EASY SYSTEM Sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the city of Warsaw in Warsaw, 14<sup>th</sup> Division of the National Court Register, KRS: 0000297918, NIP 7010100729, REGON 141226640 (hereinafter referred to as the "Acquiring Company"), agreed in writing by the Management Boards of the merging Companies on 9 October 2020 ("Merger Plan") by transferring all assets of the Acquired Company to the Acquiring Company, in accordance with the rules set forth in the Merger Plan.
2. The Extraordinary General Meeting of Shareholders of the Acquired Company hereby resolves to merge the Acquired Company with SO EASY SYSTEM Sp. z o.o. as the Acquiring Company by transferring all the assets of the Acquired Company to the Acquiring Company, according to the rules specified in the Merger Plan, and acknowledges and approves the articles of association of the Acquiring Company in its current wording.
3. The Acquiring Company is the sole shareholder of the Acquired Company, so the merger will be effected without increasing the share capital of the Acquiring Company or exchanging shares in the Acquired Company for shares in the Acquiring Company.


**§2**  
**AUTHORIZATIONS**


The Management Board of the Acquired Company is hereby authorised to perform all the necessary factual and legal actions related to the merger of the Acquired Company with the Acquiring Company.


**§3**  
**FINAL PROVISIONS**

The resolution shall enter into force on the date of its adoption.

  
\_\_\_\_\_  
*Peter Blijweert – Member of the Management Board A of SO EASY SYSTEM sp. z o.o.,  
the sole shareholder of WINCO Sp. z o.o.*

  
\_\_\_\_\_  
*Wim Roger G. Van Acker – Member of the Management Board B of SO EASY SYSTEM  
sp. z o.o., the sole shareholder of WINCO Sp. z o.o.*

  
\_\_\_\_\_  
*Tomasz Weśniuk – Member of the Management Board A of SO EASY SYSTEM sp. z  
o.o., the sole shareholder of WINCO Sp. z o.o.*

  
\_\_\_\_\_  
*Francis Jozef W. Van Eeckhout – Member of the Management Board B of SO EASY  
SYSTEM sp. z o.o., the sole shareholder of WINCO Sp. z o.o.*

**Resolution No \_\_\_\_**  
**Extraordinary General Meeting of Shareholders of SO EASY SYSTEM Sp. z o.o.**  
**dated \_\_\_\_ 2020**

**on the merger of SO EASY SYSTEM Sp. z o.o. and Winco Sp. z o.o. on the terms set out  
in the Merger Plan agreed on 9 October 2020 and the approval of the Merger Plan**

The Extraordinary General Meeting of Shareholders of SO EASY SYSTEM Sp. z o.o. with the registered office in Czosnów (hereinafter referred to as the "Acquiring Company") acting on the basis of Article 492 §1 subparagraph 1 of the Code of Commercial Companies, Article 506 of the Code of Commercial Companies and Article 516 of the Code of Commercial Companies, hereby resolves as follows:

**§1**  
**MERGER OF COMPANIES**

1. The Extraordinary General Meeting of Shareholders of the Acquiring Company hereby acknowledges and approves the merger plan under which the Company shall merge with a company operating under the business name of Winco Sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000631780, NIP 5311694929, REGON 365154275 (hereinafter referred to as the Acquired Company) agreed in writing by the Management Boards of the merging Companies on 9 October 2020 ("Merger Plan") by transferring all assets of the Acquired Company to the Acquiring Company, in accordance with the rules set forth in the Merger Plan.
2. The Extraordinary General Meeting of Shareholders of the Acquiring Company hereby resolves to merge the Acquiring Company with Winco Sp. z o.o. as the Acquired Company by transferring all the assets of the Acquired Company to the Acquiring Company, pursuant to the rules set forth in the Merger Plan.
3. The Acquiring Company is the sole shareholder of the Acquired Company, so the merger will be effected without increasing the share capital of the Acquiring Company and without exchanging the shares of the Acquired Company for the shares of the Acquiring Company.

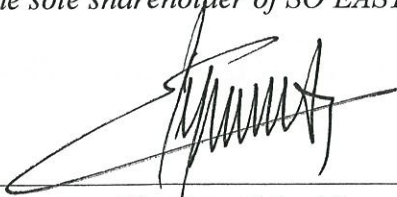
**§2**  
**FINAL PROVISIONS**

The resolution shall enter into force as soon as it is adopted.



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*Wim Roger G. Van Acker – Member of the Management Board of SO EASY BELGIUM BVBA, the sole shareholder of SO EASY SYSTEM Sp. z o.o*



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*Peter Blijweert – Member of the Management Board of SO EASY BELGIUM BVBA, the sole shareholder of SO EASY SYSTEM Sp. z o.o*



Appendix 3. Value of assets of the acquired company

**Determination of the value of the Acquired Company's assets  
as at 1 September 2020**

Pursuant to Article 499 §2 subparagraph 3 of the Act of 15 September 2000 Code of Commercial Companies, in connection with the planned merger of the company Winco sp. z o.o. with its registered office in Czosnów (the Acquired Company) with the company SO EASY SYSTEM sp. z o.o. with its registered office in Czosnów (the Acquiring Company), which will take place on the basis of Article 492 §1 subparagraph 1 of the Code of Commercial Companies, the Management Board of the Acquired Company hereby declares that as of 1 September 2020 the value of the Acquired Company's assets, determined as the difference between assets and liabilities and provisions for liabilities (understood as the book value of net assets) is PLN -4 553 192,73 (in words: minus four million five hundred fifty three thousand one hundred ninety two zloty 73/100).

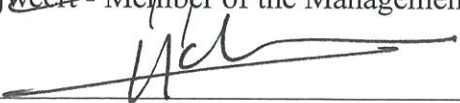
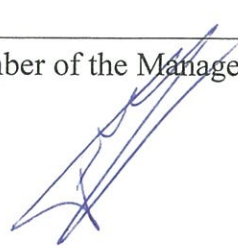
The Management Board of the Acquired Company declares that the determination of the value of net assets was made on a specific day in the month preceding the submission of the application for announcement of the merger plan, i.e. 1 September 2020.



\_\_\_\_\_  
Tomasz Weśniuk - President of the Management Board of the Acquired Company.

  
\_\_\_\_\_  
Peter Blijweert - Vice-President of the Management Board of the Acquired Company.

The Management Board of SO EASY SYSTEM sp. z o.o. hereby confirms and accepts the above statement.

  
\_\_\_\_\_  
Peter Blijweert - Member of the Management Board A of the Acquiring Company  
\_\_\_\_\_  
Wim Roger G. Van Acker - Member of the Management Board B of the Acquiring Company  
\_\_\_\_\_  
Tomasz Weśniuk - Member of the Management Board A of the Acquiring Company  
\_\_\_\_\_  
Francis Jozef W. Van Eeckhout - Member of the Management Board B of the Acquiring Company

Appendix 4. Accounting position of the acquiring and acquired company

**Statement on the accounting position of the Acquiring Company  
as at 1 September 2020.**

Pursuant to Article 499 §2 subparagraph 4 of the Code of Commercial Companies, the Management Board of SO EASY SYSTEM sp. z o.o. with the registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000297918, NIP 7010100729, REGON 141226640, hereby declares that:

The Acquiring Company's accounting position has been determined in the balance sheet prepared as at 1 September 2020, using the same methods and in the same layout as the annual balance sheet, in accordance with the provisions of the Accounting Act of 29 September 1994 (Dz.U.2019.351, consolidated text of 2 February 2019) and in accordance with the accounting principles applied by the Company.

The balance sheet was prepared in compliance with the requirements set forth in Article 499 §3 of the Code of Commercial Companies.

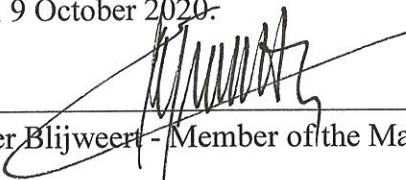
<b>So Easy System Sp. z o.o.</b>	<b>01.09.2020</b>
<b>FIXED ASSETS</b>	<b>31 383 252,61</b>
<b>Intangible assets</b>	<b>2 389 780,19</b>
R&D expenses	1 523 704,41
Other intangible assets	866 075,78
<b>Tangible assets</b>	<b>28 657 688,33</b>
Property, plant and equipment	28 570 264,38
<i>land</i>	<i>7 976 225,00</i>
<i>buildings</i>	<i>15 148 812,54</i>
<i>plant and equipment</i>	<i>4 010 942,11</i>
<i>means of transport</i>	<i>317 590,57</i>
<i>other fixed assets</i>	<i>1 116 694,16</i>
Fixed assets under construction	91 268,03
Advances for tangible assets under construction	-3 844,08
<b>Long-term receivables</b>	<b>0,00</b>
<b>Long-term investments</b>	<b>335 784,09</b>
Long-term financial assets	335 784,09
<i>loans in related parties</i>	<i>330 784,09</i>
<i>shares in related parties</i>	<i>5 000,00</i>
<b>Long-term prepayments</b>	<b>0,00</b>


So Easy System Sp. z o.o.	01.09.2020
<b>CURRENT ASSETS</b>	<b>22 231 196,87</b>
<b>Inventories</b>	<b>10 742 988,56</b>
Materials	9 420 787,90
Semi-finished products and work in process	7 628,54
Finished products	1 314 572,12
<b>Short-term receivables</b>	<b>7 831 390,18</b>
Receivables from related parties	700 019,45
<i>of trade payables by maturity: up to 12 months</i>	<i>700 019,45</i>
Receivables from other parties	7 131 370,73
<i>trade receivables</i>	<i>5 771 292,93</i>
<i>taxes, subsidies, social security</i>	<i>1 051 359,01</i>
<i>other</i>	<i>308 718,79</i>
<b>Cash and similar</b>	<b>955 456,25</b>
Short-term financial assets	955 456,25
<i>cash in hand and at bank</i>	<i>910 794,20</i>
<i>cash and cash equivalents</i>	<i>44 662,05</i>
<b>Short-term prepayments</b>	<b>2 701 361,88</b>
<b>TOTAL ASSETS</b>	<b>53 614 449,48</b>


So Easy System Sp. z o.o.	01.09.2020
<b>EQUITY</b>	<b>-27 856 735,96</b>
Share capital	1 000 000,00
Supplementary capital	1 434 770,27
Net profit (loss) previous years	-23 038 826,59
Net profit (loss)	-7 252 679,64
<b>LIABILITIES AND PROVISIONS FOR LIABILITIES</b>	<b>81 471 185,44</b>
<b>Long-term liabilities</b>	<b>59 918 347,13</b>
Payables to related parties	59 918 347,13
<i>long term loans</i>	<i>59 918 347,13</i>
<b>Short-term liabilities</b>	<b>13 016 193,88</b>
Payables to related parties	46 380,26
<i>for goods and services to pay</i>	<i>22 119,12</i>
<i>other</i>	<i>24 261,14</i>
Payables to other parties	12 603 099,19
<i>other financial liabilities (leasing)</i>	<i>2 115 530,10</i>
<i>trade payables</i>	<i>8 195 655,04</i>
<i>taxes, duties, insurance and other benefits</i>	<i>1 985 023,58</i>
<i>for wages</i>	<i>256 744,60</i>
<i>other</i>	<i>50 145,87</i>
Special funds	366 714,43

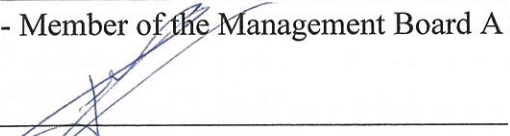
<b>So Easy System Sp. z o.o.</b>	<b>01.09.2020</b>
<b>Accruals</b>	<b>8 536 644,43</b>
<i>Subsidies</i>	8 536 644,43
<b>TOTAL LIABILITIES</b>	<b>53 614 449,48</b>

Czosnów, 9 October 2020-

  
 \_\_\_\_\_  
 Peter Blijweert - Member of the Management Board A of the Acquiring Company

  
 \_\_\_\_\_  
 Wim Roger G. Van Acker - Member of the Management Board B of the Acquiring Company

  
 \_\_\_\_\_  
 Tomasz Weśniuk - Member of the Management Board A of the Acquiring Company

  
 \_\_\_\_\_  
 Francis Jozef W. Van Eeckhout - Member of the Management Board B of the Acquiring Company



**Statement on the accounting position of the Acquired Company  
as at 1 September 2020**

Pursuant to Article 499 §2 subparagraph 4 of the Code of Commercial Companies, the Management Board of WINCO sp. z o.o. with its registered office in Czosnów, entered into the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, KRS: 0000631780, NIP 5311694929, REGON 365154275, hereby declares that:

The accounting status of the Acquired Company has been determined in the balance sheet prepared as at 1 September 2020, using the same methods and in the same layout as the annual balance sheet, in accordance with the provisions of the Accounting Act of 29 September 1994 (Dz.U.2019.351, consolidated text of 2 February 2019) and in accordance with the accounting principles applied by the Company.

The balance sheet was prepared in compliance with the requirements set forth in Article 499 §3 of the Code of Commercial Companies.

Winco Sp. z o.o.	01.09.2020
<b>FIXED ASSETS</b>	<b>59 719,55</b>
Intangible assets	0,00
<b>Tangible assets</b>	<b>59 719,55</b>
Property, plant and equipment	59 719,55
<i>plant and equipment</i>	58 141,40
<i>other fixed assets</i>	1 578,15
Long term receivables	0,00
Long-term investments	0,00
Long-term prepayments	0,00
<b>CURRENT ASSETS</b>	<b>1 573 192,29</b>
<b>Inventories</b>	<b>400 103,42</b>
Semi-finished products and work in process	391 443,42
Trade goods	8 660,00
<b>SHORT TERM RECEIVABLES</b>	<b>1 053 869,81</b>
Receivables from related parties	568 786,13
<i>of trade payables by maturity: up to 12 months</i>	538 357,51
<i>other</i>	30 428,62
Receivables from other parties	<b>485 083,68</b>
<i>trade receivables</i>	114 027,71
<i>taxes, subsidies, social security</i>	361 817,83
<i>other</i>	9 238,14
<b>CASH AND SIMILIAR</b>	<b>110 120,53</b>
Short-term financial assets	110 120,53
<i>cash in hand and at bank</i>	110 120,53
<b>ACCRUALS</b>	<b>9 098,53</b>

<b>Winco Sp. z o.o.</b>	<b>01.09.2020</b>
<b>TOTAL ASSETS</b>	<b>1 632 911,84</b>

<b>Winco Sp. z o.o.</b>	<b>01.09.2020</b>
<b>EQUITY</b>	<b>-4 553 192,73</b>
<i>Share capital</i>	5 000,00
<i>Net profit (loss) previous years</i>	-4 788 301,86
<i>Net profit (loss)</i>	230 109,13
<b>LIABILITIES AND PROVISION FOR LIABILITIES</b>	<b>6 186 104,57</b>
<b>Provisions for liabilities</b>	<b>0,00</b>
<b>Long-term liabilities</b>	<b>0,00</b>
<b>Short-term liabilities</b>	<b>6 181 285,37</b>
Payables to related parties	5 790 012,74
<i>for goods and services to pay</i>	776 943,57
<i>other</i>	5 013 069,17
Payables to other parties	391 272,63
<i>trade payables</i>	66 906,39
<i>advances received</i>	5 598,40
<i>taxes, duties, insurance and other benefits</i>	318 671,84
<i>other</i>	96,00
<b>Accruals</b>	<b>4 819,20</b>
Other accruals	4 819,20
<b>TOTAL LIABILITIES</b>	<b>1 632 911,84</b>

Czosnów, 9 October 2020.

*Tomasz Weśniuk*

\_\_\_\_\_  
Tomasz Weśniuk - President of the Management Board of the Acquired Company

*Peter Blijweert*  
\_\_\_\_\_  
Peter Blijweert - Vice-President of the Management Board of the Acquired Company

Appendix 5. Declaration of the sole shareholder of the Acquired Company on the expression of consent to carry out the merger of the Companies in accordance with Article 503<sup>1</sup> §1 of the Code of Commercial Companies

**Declaration of the sole shareholder of the Acquired Company on the expression of consent to carry out the merger of the Companies pursuant to Article 503<sup>1</sup> §1 of the Code of Commercial Companies**

We, the undersigned, acting as persons authorized to represent the sole shareholder of the company WINCO sp. z o.o. with its registered office in Czosnów, hereby agree to carry out the process of merger of SO EASY SYSTEM sp. z o.o. (as the Acquiring Company) and WINCO sp. z o.o. (as the Acquired Company) taking into account the provisions resulting from Article 503<sup>1</sup> §1 of the Code of Commercial Companies. In connection with the above, we agree that within the procedure concerning the merger of the Companies, we have refrained from:

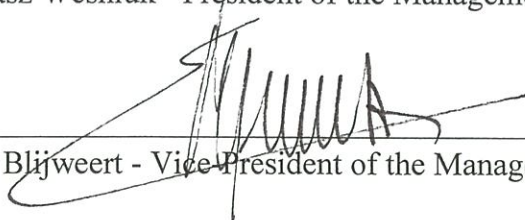
1. preparing written directors' reports of the merging Companies, referred to in Article 501 §1 of the Code of Commercial Companies, justifying the merger, its legal basis and economic justification;
2. providing information by the Management Board of each of the merging Companies to the Management Board of the other of the merging Companies so that it could inform the meeting of shareholders about any significant changes in assets and liabilities that occurred between the date of preparation of the merger plan and the date of adoption of the resolution on the merger;
3. submitting the Merger Plan to an audit and opinion of a chartered auditor (Articles 502 and 503 of the Code of Commercial Companies).

Moreover, we undertake to participate in all necessary activities aimed at immediate merger of the Companies.

Czosnów, 9 October 2020.



\_\_\_\_\_  
Tomasz Weśniuk - President of the Management Board of the Acquired Company



\_\_\_\_\_  
Peter Blijweert - Vice-President of the Management Board of the Acquired Company



Appendix 6. Declaration of the sole shareholder of the Acquiring Company on the expression of consent to carry out the merger of the Companies in accordance with Article 503<sup>1</sup> §1 of the Code of Commercial Companies


**Declaration of the sole shareholder of the Acquiring Company on the expression of consent to carry out the merger of the Companies pursuant to Article 503<sup>1</sup> §1 of the Code of Commercial Companies**

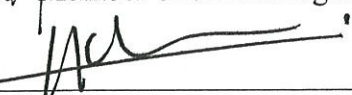
We, the undersigned, acting as persons authorised to represent the sole shareholder of SO EASY SYSTEM sp. z o.o. with its registered office in Czosnów, hereby agree to carry out the process of merger of SO EASY SYSTEM sp. z o.o. (as the Acquiring Company) and WINCO sp. z o.o. (as the Acquired Company) taking into account the provisions resulting from Article 503<sup>1</sup> §1 of the Code of Commercial Companies. In connection with the above, we agree that within the procedure concerning the merger of the Companies, we have refrained from:

1. preparing written directors' reports of the merging Companies, referred to in Article 501 §1 of the Code of Commercial Companies, justifying the merger, its legal basis and economic justification;
2. providing information by the Management Board of each of the merging Companies to the Management Board of the other of the merging Companies so that it could inform the meeting of shareholders about any significant changes in assets and liabilities that occurred between the date of preparation of the merger plan and the date of adoption of the resolution on the merger;
3. submitting the Merger Plan to an audit and opinion of a chartered auditor (Articles 502 and 503 of the Code of Commercial Companies).

Moreover, we undertake to participate in all necessary activities aimed at immediate merger of the Companies.

Czosnów, 9 October 2020.

  
\_\_\_\_\_  
Peter Blijweert - Member of the Management Board A of the Acquiring Company

  
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Wim Roger G. Van Acker - Member of the Management Board B of the Acquiring Company

*Tomasz Weśniuk*

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Tomasz Weśniuk - Member of the Management Board A of the Acquiring Company

*[Signature]*

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Francis Jozef W. Van Eeckhout - Member of the Management Board B of the Acquiring Company

*[Signature]*

*[Signature]*

