

Attachment No. 5 to the Merger Plan

**DRAFT OF THE RESOLUTION OF THE GENERAL SHAREHOLDERS MEETING OF THE
COMPANY MATERIAL HANDLING INVESTMENT SP. Z O.O. ON THE MERGER OF
TRANSSYSTEM S.A. WITH MATERIAL HANDLING INVESTMENT SP. Z O.O.**

**Resolution No. ____
of the General Meeting of Shareholders
of Material Handling Investment sp. z o.o.
with its registered seat in Warsaw
dated ____,
on merger of Transsystem S.A. with Material Handling Investment sp. z o.o.**

Acting pursuant to the Article 491 § 1 item 1) of the Commercial Companies Code ("CCC") in conjunction with the Article 506 § 1 and 4 of the CCC, the General Meeting of the Shareholders of the company Material Handling Investment sp. z o.o., having analysed the merger plan (with attachments thereto) of the company Transsystem S.A. ("Acquiring Company") with the company Material Handling Investment sp. z o.o. ("Target Company"), agreed in writing on 31 of March 2025, hereby resolves as follows:

§ 1.

1. General Meeting of the Shareholders of Material Handling Investment sp. z o.o. decides on the merger of the company Transsystem S.A. with the company Material Handling Investment sp. z o.o. in accordance with the principles provided for in the common merger plan ("Merger Plan"), publicized on the websites of the merging companies on 31 of March 2025.
2. The Merger shall be effected on the basis of the article 492 § 1 item 1 of the CCC by transfer of all assets and liabilities of Material Handling Investment sp. z o.o. as a Target Company to Transsystem S.A. as Acquiring Company (Merger by acquisition).
3. The General Meeting of Shareholders hereby consents to the wording of the Merger Plan and the attachments thereto.


§ 2.

1. In accordance with Art. 515 § sentence 2 of the CCC on the Merger Date, the shares of Transsystem S.A. that will be transferred to Transsystem S.A. as a result of the Merger will be issued to the sole Shareholder of Material Handling Investment sp. z o.o.
2. The Merger will be carried out without increasing the share capital of Transsystem S.A.
3. As a result of the Merger, no changes to any provisions of the articles of association of the Acquiring Company are planned.

4. Transsystem S.A. shall acquire from Material Handling Investment sp. z o.o. as of the Merger Date all own shares, i.e. 1,634,884 (one million six hundred thirty-four thousand eight hundred eighty-four) shares in the Acquiring Company's share capital, with a nominal value of PLN 10 (ten) per share and a total nominal value of PLN 16,348,840.00 (sixteen million three hundred forty-eight thousand eight hundred forty zlotys). Subsequently, all own shares will be fully issued to the sole Shareholder of the Target Company - Oriens Fund, and thus the exchange ratio of shares in the Target Company for shares in the Acquiring Company is not determined.
5. No additional payments will be made.
6. As a result of the Merger, the Acquiring Company will grant neither special rights nor benefits referred to in Article 499 § 1 item 5 of CCC to shareholders of the Target Company and persons enjoying special privileges by the Target Company.
7. As a result of the Merger, the Acquiring Company will not grant any particular benefits referred to in Article 499 § 1 item 6 of CCC to the members of the corporate bodies of the Target Company or of the Acquiring Company nor to other persons participating in the Merger.
8. As a result of the Merger Material Handling Investment will be dissolved without liquidation, pursuant to the article 493 § 1 of the CCC and consequently de-registered from the register of entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register and from all other public registers in accordance with the provisions of Polish law.

Warsaw, dated 31 of March 2025


On behalf of the Target Company:



Krzysztof Orban – member of the Management Board

On behalf of the Acquiring Company:



Tomasz Duda - member of the Management Board

Paweł Vogt - member of the Management Board