This document is an English translation of the official tender offer document concerning the tender offer to subscribe for the sale of shares in Uniwheels AG announced on 23 March 2017 (as revised on 29 March 2017) by Superior Industries International Germany AG (the “Tender Offer Document”). The Tender Offer Document was executed in Polish and is available through the Polish Press Agency. The Tender Offer Document is the only legally binding document concerning the above tender offer. In the event of any discrepancies between the Tender Offer Document and this English translation, the Polish version of the Tender Offer Document shall prevail.

TENDER OFFER TO SUBSCRIBE FOR THE SALE OF SHARES IN UNIWHEELS AG ANNOUNCED BY SUPERIOR INDUSTRIES INTERNATIONAL GERMANY AG

This tender offer to subscribe for the sale of shares in Uniwheels AG (the "Company") with its registered office in Bad Dürkheim, Germany (the "Tender Offer") is announced by Superior Industries International Germany AG with its registered office in Frankfurt am Main, Germany (the "Tenderor") in connection with the intended acquisition of shares in the Company by the Tenderor, representing 100% of the total votes at the general meeting of the Company. This Tender Offer is announced pursuant to Article 90a section 1 point 1 and section 2 of the Act of July 29, 2005 on public offerings and the conditions governing the introduction of financial instruments to organized trading and on public companies (consolidated text: Dz. U. of 2013, Item 1382) (the "Public Offering Act") and in compliance with the Ordinance of the Minister of Finance of October 19, 2005 on the forms of tender offers to subscribe for the sale or exchange of shares in a public company, the detailed procedures of the announcement thereof, and the conditions for acquiring shares pursuant to such tender offers (Dz. U. of 2005 No. 207, Item 1729, as amended) (the "Ordinance").

1. Description of shares subject to the Tender Offer, including the class and the issuer thereof with an indication of the number of votes at the general meeting attached to one share of a given class

This Tender Offer is announced for all shares in the Company, i.e. 12,400,000 ordinary bearer shares with no-par-value (auf den Inhaber lautende Stammaktien ohne Nennbetrag), issued by Uniwheels AG with its registered office in Gustav-Kirchhoff-Straße 10, 67098, Bad Dürkheim, Germany entered into the commercial register maintained by the local court in Ludwigshafen am Rhein, Germany under number HRB 64198, including 12,400,000 shares of the Company, officially listed and traded on the Main Market organized by Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange, the WSE), dematerialized and registered with Krajowy Depozyt Papierów Wartościowych S.A. (the National Depository for Securities, the NDS) under ISIN: DE000A13STW4 (the Shares).

Each Share carries one vote at the general meeting of the Company.

2. Name and surname or business name, place of residence (registered office) and address of the Tenderor

Business Name: Superior Industries International Germany AG
Registered Office: Frankfurt am Main, Germany
Address: Grüneburgweg 58 – 62, 60322 Frankfurt am Main, Germany
3. Name and surname or business name, place of residence (registered office) and address of the purchasing entity

The entity purchasing the Shares under the Tender Offer is the Tenderor referred to in Section 2.

4. Business name, registered office, address, telephone number, fax number and e-mail address of the entity servicing the Tender Offer

Business Name: Dom Maklerski Banku Handlowego S.A. (DMBH)
Registered Office: Warsaw, Poland
Address: 16 Senatorska Street, 00-923 Warsaw, Poland
Telephone: +48 22 690 39 44
Fax: +48 22 690 39 43
E-mail address: dmbh@citi.com

5. The percentage of votes that the purchasing entity intends to acquire under the Tender Offer, and the corresponding number of Shares

Under the Tender Offer, the Tenderor as the entity purchasing the Shares intends to acquire 100% of the total number of Shares and votes at the general meeting of the Company, i.e. 12,400,000 Shares corresponding to 12,400,000 votes at the general meeting of the Company.

6. An indication of the minimum number of Shares covered by the Tender Offer upon the reaching of which the purchasing entity undertakes to acquire these Shares—and the corresponding number of votes—if defined

The Tenderor, as the entity purchasing the Shares, undertakes to acquire the Shares on the condition that at least 9,300,000 Shares, that is at least 75% of all currently outstanding Shares, corresponding to at least 9,300,000 votes at the general meeting of the Company representing at least 75% of the total number of votes at the general meeting of the Company are subscribed for under the Tender Offer.

The Tenderor, as the entity purchasing the Shares, reserves the right to acquire the Shares covered by the subscriptions even if the above condition is not satisfied.

Pursuant to § 9 Section 2 Item 1 of the Ordinance, the Tenderor, as the entity purchasing the Shares, reserves the right to change the minimum number of Shares to be subscribed for that obligates the Tenderor to acquire Shares. The Tenderor can change the minimum number of the Shares to be subscribed for that obligates the Tenderor to acquire the Shares no later than 5 (five) business days before the end of the subscription period as specified in Section 11 hereof.

The Tenderor will promptly and in any event no later than on the first business day after the end of the subscription period disclose the information on fulfilment or non-fulfilment of the above condition, including whether or not the Tenderor has decided to acquire the Shares if the aforementioned condition has not been satisfied through an information agency referred to in Article 58 of the Public Offering Act. Additionally, the above information shall be published by the
7. The percentage of votes that the purchasing entity intends to reach as a result of the Tender Offer and the corresponding number of Shares

The information on the percentage of votes that the Tenderor, as the entity purchasing the Shares, intends to reach as a result of the Tender Offer, and the corresponding number of the Shares, is provided in Section 5 hereof.

8. The proportion in which the Shares will be purchased by each of the purchasing entities, if more than one entity intends to purchase the Shares

Not applicable. Only the Tenderor, as the entity purchasing the Shares, intends to acquire the Shares subject to the Tender Offer.

9. The price at which Shares are to be purchased under the Tender Offer

The Shares subject to the Tender Offer other than the Shares held by Uniwheels Holding (Malta) Ltd. with its registered office at 24 Regent House, Bisazza Street, Sliema, Malta (Uniwheels Holding Malta) will be acquired at a price of PLN 236.07 (two hundred and thirty-six and 7/100) per Share (the Tender Share Price).

The Shares subject to the Tender Offer held by Uniwheels Holding Malta will be acquired at a price of PLN 226.50 (two hundred and twenty six and 50/100) per Share (the Uniwheels Holding Malta Share Price).

10. The price from which, pursuant to Article 79 Sections 1 and 2 of the Public Offering Act, the price set forth in Section 9 cannot be lower, including an explanation of the grounds on which the price has been determined

The arithmetic average of the average daily prices weighted by the volume of trade in the period of 6 (six) months preceding the Tender Offer announcement, during which the Shares were traded on the WSE main market, is PLN 220.6279.

The arithmetic average of the average daily prices weighted by the volume of trade in the period of 3 (three) months preceding the Tender Offer announcement, during which the Shares were traded on the WSE main market, is PLN 236.0644.

During the 12 (twelve) months preceding the announcement of the Tender Offer, neither the Tenderor nor its subsidiaries nor any direct or indirect parent entity of the Tenderor have acquired any Shares.

The Tenderor is not, and in the period of 12 (twelve) months preceding the day of the Tender Offer was not, a party to the arrangement referred to in Article 87 Section 1 Item 5 of the Public Offering Act.

The Tender Share Price is not lower than the minimum price fixed pursuant to the provisions of Article 79 Sections 1, 2 and 3 of the Public Offering Act.

Uniwheels Holding Malta as a shareholder of the Company holding more than 5% of the total number of Shares agreed in writing with the Tenderor that pursuant to Article 79 Section 4 of the Public Offering Act the Uniwheels Holding Malta Share Price may be lower than the minimum price.
fixed pursuant to the provisions of Article 79 Sections 1, 2 and 3 of the Public Offering Act as well as the Tender Share Price.

11. **Timetable for the Tender Offer, including the period for accepting subscriptions for the tendered Shares, together with an indication of whether and upon the satisfaction of which conditions, the acceptance period may be shortened**

| Tender Offer announcement date: | 23 March 2017 |
| Commencement of the subscription period: | 12 April 2017 |
| End of the subscription period: | 22 May 2017 |
| Expected date of the share purchase transaction on the WSE: | 25 May 2017 |
| Expected settlement of the share purchase transaction: | 30 May 2017 |

Pursuant to §9 Section 2 Item 3 of the Ordinance, the subscription period for the Shares subject to the Tender Offer may be extended (once or several times), at the sole discretion of the Tenderor, by up to 70 (seventy) days in aggregate.

Pursuant to §7 Section 4 of the Ordinance, the subscription period for the Shares subject to the Tender Offer may be shortened if the purpose of the Tender Offer is achieved before its expiry (ie all Shares subject to the Tender Offer are subscribed for). Pursuant to §7 Section 5 Item 2 of the Ordinance, the Tenderor shall notify the shortening of the subscription period for the Shares subject to the Tender Offer no later than 7 (seven) days before the expiry of such shortened subscription period for the Shares subject to the Tender Offer.

Pursuant to §9 Section 2 Item 2 of the Ordinance, the expected numbers and dates of the Shares purchase transactions may be modified. Pursuant to §9 Section 4 of the Ordinance, the abovementioned change may be made no later than 5 (five) business days before the date of the first Share purchase transaction under the Tender Offer. See also Section 20 below.

12. **Identification of the parent entity of the Tenderor**

The parent entity of the Tenderor is Superior Industries International, Inc. (*Superior Industries International*) a corporation organised and existing under and by virtue of the General Corporation law of the State of Delaware in the United States of America with the address of its corporation’s registered office at 26600 Telegraph Road, Suite 400, Southfield, MI 48033, the United States of America, listed on the New York Stock Exchange.

13. **Identification of the parent entity of the purchasing entity**

The entity purchasing the Shares is identical to the Tenderor, therefore the required information is provided in Section 12 hereof.

14. **The percentage of votes and the corresponding number of Shares held by the Tenderor jointly with its parent entity, subsidiaries and entities being parties to the arrangement referred to in Article 87 Section 1 Item 5 of the Public Offering Act**

As at the date of announcing the Tender Offer, neither the Tenderor nor any of its subsidiaries or any direct or indirect parent entity of the Tenderor hold any Shares.
The Tenderor is not a party to an arrangement referred to in Article 87 Section 1 Item 5 of the Public Offering Act.

15. The number of votes and percentage share and the corresponding number of Shares which the Tenderor intends to reach jointly with its parent entity and subsidiaries after the Tender Offer is completed

As a result of the Tender Offer, the Tenderor, immediately upon the completion of the Tender Offer, intends to attain 12,400,000 votes at the general meeting of the Company, corresponding to 12,400,000 Shares, that is 100% of the total number of Shares and votes at the general meeting of the Company.

None of the subsidiaries of the Tenderor nor any direct or indirect parent entity of the Tenderor intends to acquire any Shares under the Tender Offer.

16. The percentage of votes and the corresponding number of Shares held by the purchasing entity jointly with its parent entity and subsidiaries

The entity purchasing the Shares is identical to the Tenderor, therefore the required information is provided in Section 14 hereof.

17. The number of votes and the corresponding number of Shares which the purchasing entity intends to reach jointly with its parent entity and subsidiaries after the Tender Offer is completed

The entity purchasing the Shares is identical to the Tenderor, therefore the required information is provided in Section 15 hereof.

18. Identification of the type of relationship between the Tenderor and the purchasing entity

Not applicable. The Tenderor is the entity purchasing the Shares.

19. Identification of the locations at which the subscriptions under the Tender Offer may be placed

Subscriptions for the sale of Shares under the Tender Offer shall be accepted in the following DMBH Customer Service Points (POK DMBH) and in Subscriptions Accepting Points of Bank Handlowy w Warszawie S.A. (PPZ Citi Handlowy) (jointly: Subscriptions Accepting Points):

<table>
<thead>
<tr>
<th>Name of the Subscription Accepting Point</th>
<th>City</th>
<th>Postal Code</th>
<th>Street</th>
<th>Telephone</th>
</tr>
</thead>
<tbody>
<tr>
<td>POK DMBH</td>
<td>Warszawa</td>
<td>00-923</td>
<td>Senatorska 16</td>
<td>(22) 6903943</td>
</tr>
<tr>
<td>PPZ Citi Handlowy</td>
<td>Bydgoszcz</td>
<td>85-950</td>
<td>Jagiellonska 21</td>
<td>(52) 3766900</td>
</tr>
<tr>
<td>PPZ Citi Handlowy</td>
<td>Gdańsk</td>
<td>80-244</td>
<td>Grunwaldzka 103A</td>
<td>(58) 7705101</td>
</tr>
<tr>
<td>PPZ Citi Handlowy</td>
<td>Katowice</td>
<td>40-086</td>
<td>Sokolska 29</td>
<td>(32) 2074561</td>
</tr>
<tr>
<td>PPZ Citi Handlowy</td>
<td>Kraków</td>
<td>31-133</td>
<td>Karmelicka 7</td>
<td>(12) 6227700</td>
</tr>
</tbody>
</table>
20. **The dates on which the Tenderor will acquire Shares under the Tender Offer from the responding shareholders**

Subject to the possible modification of the terms and conditions of the Tender Offer referred to below, until the end of the subscription period for the Shares subject to the Tender Offer, the Tenderor, as the entity purchasing the Shares, will not acquire Shares from the responding shareholders.

Transactions as a result of which the Tenderor will acquire the Shares under the Tender Offer will be executed no later than 3 (three) business days following the end of the subscription period, *i.e.* if the subscription period is not extended or shortened, then no later than on 25 May 2017.

The transactions referred to above shall be settled no later than on the 3rd (third) business day after their execution date, *i.e.* if the subscription period is not extended or shortened, then no later than on 30 May 2017.

The Tenderor does not exclude that, in accordance with provisions of §9 Section 2 Item 2 of the Ordinance, it will change the numbers and the dates of transactions referred to above, to acquire the subscribed Shares before the end of the subscription period, however not earlier than on the satisfaction of the condition referred to in Section 25 below. Pursuant to §9 Section 4 of the Ordinance, the abovementioned change may be made no later than 5 (five) business days before the date of the first Share purchase transaction under the Tender Offer.

21. **The procedure and manner of payment by the Tenderor for the purchased shares other than dematerialized shares**

Not applicable. All Shares are dematerialized.

22. **Indication of whether the Tenderor is a subsidiary of the issuer of the tender offer shares, with a description of the nature of this dependence**

The Tenderor is not a subsidiary of the Company.

23. **Indication of whether the purchasing entity is a subsidiary of the issuer of the tender offer shares, with a description of the nature of this dependence**

As the Tenderor is the only entity acquiring the Shares under the Tender Offer, the required information is provided in Section 22 hereof.
24. The purchasing entity’s statement that all *condiciones iuris* to the purchase of shares under the tender offer have been met and/or on its receipt of a notification of no objection to the purchase of such shares or a decision of the pertinent body granting consent to such purchase, or an indication that the tender offer is announced on the condition that appropriate *condiciones iuris*, decisions or notifications shall have been obtained, together with the deadline by which these *condiciones iuris*, decisions or notifications relating to purchase of shares should occur, not later than the closing of the subscription period.

   All *condiciones iuris* to the purchase of Shares under the Tender Offer have been met. The Tender Offer is not subject to any *conditio iuris*.

25. Conditions under which the Tender Offer is to be announced, information whether the Tenderor considers acquiring the shares under the Tender Offer if such conditions are not satisfied, and the date by which the conditions should be satisfied; such a date not to fall later than the final date for accepting subscriptions under the Tender Offer.

   The Tender Offer is announced subject to the condition that subscriptions placed under the Tender Offer cover at least 9,300,000 Shares, that is at least 75% of the Shares, corresponding to at least 9,300,000 votes at the general meeting of the Company representing at least 75% of the total number of votes at the general meeting of the Company, provided that this minimum number of Shares may be changed pursuant to § 9 Section 2 Item 1 of the Ordinance. The Tenderor, as the entity purchasing the Shares, reserves the right to acquire the Shares even if this condition is not satisfied. The Tenderor expects that this condition should be fulfilled no later than before the end of the subscription period, that is, *i.e.* if the subscription period is not extended or shortened, no later than on 22 May 2017.

   Information regarding the satisfaction or non-satisfaction of the condition within the timeframe set out in the Tender Offer, and on the Tenderor’s decision whether or not to acquire the Shares if the condition is not satisfied, will be promptly delivered for publication to an information agency as referred to in Article 58 of the Public Offering Act, and published in at least one national daily newspaper no later than two (2) business days after satisfaction of the condition.

26. Details of the tenderor’s intentions towards the target company

   The Tenderor is controlled by Superior Industries International, the largest manufacturer of aluminium wheels for passenger cars and light duty vehicles in North America, listed on the New York Stock Exchange. The Tenderor and Superior Industries International intend to support the further development of the Company.

   The Tenderor’s intentions towards the Company depend also on the outcome of the Tender Offer:

   (a) If the Tenderor achieves 75% or more votes in the Company, it may consider executing a domination and profit and loss transfer agreement (DPLTA) with the Company. A DPLTA is subject to approval of the General Meeting of the Company and is governed by German law. It would allow the Tenderor to direct the management of the Company and gain access to the assets of the Company, provided that the annual loss, if any, of the Company would be compensated by the Tenderor. Minority shareholders of the Company would be entitled to a guaranteed dividend, unless they choose to surrender their shares against fair consideration according to German statutory law.

   (b) If the Tenderor achieves 90% or more of the votes in the Company, it may consider taking the necessary steps for the de-listing of the Shares, including requesting that a relevant resolution of the general meeting is adopted and announcing a de-listing tender offer. Following completion of the delisting procedure with the PFSA and the WSE, the Tenderor
and the Company would be able to effect an upstream merger squeeze-out procedure under German law. As a result of this transaction the Tenderor would acquire all assets and liabilities of the Company and the Company would cease to exist. The shareholders of the Company other than the Tenderor would receive compensation for their shares in the Company on terms and for an amount determined pursuant to statutory German law.

(c) If the Tenderor achieves 95% or more votes in the Company, it may consider initiating a squeeze-out procedure under German law by which the Shares from shareholders other than the Tenderor would be mandatorily sold to the Tenderor on terms and for an amount determined pursuant to statutory German law. Following the squeeze-out, the Tenderor may initiate the de-listing procedure.

27. **Details of the purchasing entity’s intentions towards the target company**

Since the Tenderor is the only entity purchasing the Shares under the Tender Offer, the requested information is included in Section 26 hereof.

28. **The right to withdraw from the Tender Offer**

Pursuant to Article 77 Section 3 of the Public Offering Act, the Tenderor may withdraw from the announced Tender Offer only if after the announcement of the Tender Offer another entity announces a public tender offer for all Shares in exchange for a price no lower than the Tender Share Price offered by the Tenderor in the Tender Offer.

29. **The settlement procedure under § 8 Section 1 of the Ordinance chosen for the Tender Offer to be launched in the circumstances described in Article 73 Section 1 of the Public Offering Act**

Not applicable.

30. **The chosen procedure for acquiring the Shares if the pro rata reduction referred to in § 8 Section 1 and 2 of the Ordinance results in fractional shares remaining – for a tender offer under Article 73 Section 1 of the Public Offering Act**

Not applicable.

31. **Detailed description of the established collateral referred to in Article 77 Section 1 of the Public Offering Act, its type and value, as well as a comment on the delivery to the Polish Financial Supervision Authority of a certificate on the establishment of collateral**

The collateral has been provided in the form of a standby letter of credit issued by a bank under the laws of the state of New York. The collateral was established for a total amount of not less than 100% of the value of all the Shares to be acquired by the Tenderor as the entity purchasing the Shares under the Tender Offer. The relevant certificate confirming the establishment of the collateral was delivered to the PFSA together with a notification on the Tender Offer pursuant to Article 77 Section 2 of the Public Offering Act.

32. **Other information which the tenderor deems appropriate**

32.1 Irrevocable commitment of Uniwheels Holding Malta to tender the Shares

On 23 March 2017 the Tenderor and Superior Industries International concluded an agreement with Uniwheels Holding Malta under which, subject to detailed terms and conditions of the agreement, Uniwheels Holding Malta irrevocably committed to tender in the Tender Offer all its Shares, that is, 7,600,000 Shares representing approximately 61.29% of the current outstanding share capital of the
Company (the Agreement on Irrevocable Undertaking). Uniwheels Holding Malta further undertook not to tender any of its Shares in any other counter tender offer nor otherwise dispose of any Shares other than in the Tender Offer.

Under the Agreement on Irrevocable Undertaking the Tenderor undertook not to exercise the right to withdraw from the announced Tender Offer even if after the announcement of the Tender Offer another entity announces a public tender offer for all Shares in exchange for a price no lower than the Tender Share Price offered by the Tenderor in the Tender Offer. Moreover, the Tenderor undertook not to increase the minimum number of Shares covered by the Tender Offer upon the reaching of which the Tenderor undertakes to acquire the Shares, as specified in Section 6 hereof, i.e. at least 9,300,000 Shares.

In addition, Uniwheels Holding Malta undertook to refrain from any action, voting or other behaviour by which the Tender Offer could be materially harmed or negatively affected until the settlement of the Tender Offer. In particular, Uniwheels Holding Malta is obliged to vote against any resolution on the distribution of dividends until the settlement of the Tender Offer.

32.2 Business Combination Agreement

On 23 March 2017 the Company, the Tenderor and Superior Industries International concluded a business combination agreement (the BCA). The BCA sets forth the principal terms and conditions of the combination of the Tenderor with the Company. Pursuant to the BCA, the Company undertook, while the Tender Offer is pending and to the extent permitted by relevant laws to refrain from initiating any measures or steps which may adversely affect the Tender Offer and to run its business in the ordinary course. The Management Board of the Company agreed, subject to its fiduciary duties and the Tender Offer complying with the terms set out in the BCA, to issue a positive recommendation with respect to the Tender Offer. The BCA was concluded for a fixed period of 36 months and includes specific termination rights for Company and the Tenderor.

32.3 Other terms of the Tender Offer

This Tender Offer, its later updates and amendments, if any, to the information provided in it, which shall be published in accordance with the prevailing regulations, is the sole legally binding document providing information regarding the Tender Offer for the sale of the Shares announced by the Tenderor.

This Tender Offer is addressed to all shareholders of the Company who hold Shares in the period of accepting subscriptions for the sale of the Shares pursuant to this Tender Offer. The tendered Shares cannot be subject to a pledge, blockade, attachment in court or administrative proceedings, or encumbered by any third-party rights.

The Tenderor shall not be liable for, and shall not reimburse any expenses incurred by the shareholders, their attorneys or statutory representatives in relation to any actions which may be indispensable to subscribe for the sale of the Shares under the Tender Offer. Neither shall the Tenderor reimburse any costs or pay damages should the Tender Offer not be completed on the terms set out in this Tender Offer.

The subscriptions placed under the Tender Offer may be withdrawn only in the circumstances specified in the Ordinance, in particular if another entity announces a tender offer for the Shares and the rights to the Shares subject to the subscriptions placed in response to this Tender Offer have not yet been conveyed.

32.4 Procedure for responding to the Tender Offer
On the first day of accepting subscriptions for the sale of Shares under the Tender Offer DMBH shall open a register in which subscription for the sale of Shares submitted by the entities responding to the Tender Offer shall be registered.

An entity, who intends to subscribe for the sale of Shares in response to this Tender Offer at a Subscriptions Accepting Point, referred to in Section 19 of this Tender Offer should undertake the following actions:

(a) submit with the entity maintaining the securities account where its Shares are registered an order to block those Shares until the date when the purchase transaction under this Tender Offer is settled (inclusive), as well as submit an irrevocable order to sell the Shares to the Tenderor, on the terms and conditions specified in this Tender Offer valid until the date when the purchase transaction under this Tender Offer is settled (inclusive). Such entity should also obtain a certificate of deposit for the Shares which it intends to sell to the Tenderor, valid until the date when the purchase transaction under this Tender Offer is settled (inclusive); it should be noted that in case the Shares are registered on a collective account, the certificate of deposit should be issued by the holder of the collective account; and

(b) submit, not later than on the last day when subscriptions are accepted (inclusive) 17:00 Warsaw time, a subscription for the sale of Shares, on the form made available by DMBH at the Subscriptions Accepting Points, listed in Section 19 of this Tender Offer or on DMBH’s website: www.dmbh.pl, together with an original of the certificate of deposit, referred to in sec. (a) above. A subscription for the sale of Shares should be submitted at one of the Subscriptions Accepting Points listed in Section 19 of this Tender Offer, within the working hours of the relevant Subscriptions Accepting Point.

Subscriptions for the sale of Shares under the Tender Offer may also be submitted by registered mail or via courier. In the case referred to in the preceding sentence, an entity, who intends to subscribe for the sale of Shares in response to this Tender Offer should undertake the following actions:

(a) submit with the entity maintaining the securities account where its Shares are registered an order to block those Shares until the date when the purchase transaction under this Tender Offer is settled (inclusive), as well as submit an irrevocable order to sell the Shares to the Tenderor, on the terms and conditions specified in this Tender Offer valid until the date when the purchase transaction under this Tender Offer is settled (inclusive). Such entity should also obtain a certificate of deposit for the Shares which it intends to sell to the Tenderor, valid until the date when the purchase transaction under this Tender Offer is settled (inclusive); it should be noted that in case the Shares are registered on a collective account, the certificate of deposit should be issued by the holder of the collective account; and

(b) mail the documents listed below by registered mail or via courier, within such a deadline to procure, that DMBH receives them not later than on the last day when subscriptions are accepted (inclusive) 17:00 Warsaw time

(i) original of the certificate of deposit; and

(ii) the subscription for the sale of Shares filled in and signed (on the form made available by DMBH on its website: www.dmbh.pl), with the proviso that signatures as well as authorisation to submit the subscription of the persons submitting the subscriptions should be witnessed by an employee of the entity issuing the certificate of deposit confirmed by a signature on the form or notarised.
The above documents should be posted to the following address:

Dom Maklerski Banku Handlowego S.A.
ul. Senatorska 16
00-923 Warszawa

The envelope should be marked: “Wezwanie – Uniwheels AG” [Eng.: “Tender Offer Uniwheels AG”]

In case of subscription submitted by registered mail or via courier, they shall be deemed valid if they are fully filled in, submitted on the form compliant with the template provided by DMBH, with signatures witnessed as described above, received by DMBH not later than on the last day when subscriptions for the sale of Shares under the Tender Offer are accepted (inclusive) by 17:00 Warsaw time.

Subscriptions may only be submitted by a shareholder, its statutory representative or duly authorised attorney.

Natural persons submitting subscriptions in a Subscriptions Accepting Point should prove their identity with a relevant document (ID card or passport) and natural persons representing legal entities or unincorporated legal units should additionally present an up-to-date excerpt from a relevant register or another document confirming their authorisation to act on behalf of the legal entity or unincorporated legal units (if such authorisation results from the presented excerpt from the relevant register).

The power of attorney should be executed in writing and certified by the entity who issued the certificate of deposit, or executed as a notarial deed or with notarised signatures. In case of subscriptions submitted by registered mail or via courier, in cases where the authorisation is not confirmed by an employee of the entity issuing the certificate of deposit, the power of attorney should be attached to the subscription.

Entities who intend to subscribe for the sale of Shares under the Tender Offer should determine the time necessary to accomplish all the actions described above. Subscriptions for the sale of Shares received by DMBH after the lapse of the above deadline shall not be accepted. DMBH shall not be liable for not accepting subscriptions received after the deadline for accepting subscriptions.

By signing the subscription form the subscribing entity makes a declaration of will on accepting the terms and conditions of this Tender Offer.

Before opening of the subscription period, the documents, referred to above shall be made available to all brokerage houses with their registered office in Poland and being members of the Warsaw Stock Exchange as well as entities maintaining securities accounts for entities subscribing in response to the Tender Offer and being participants of National Depository of Securities. Within the subscription period the forms shall be made available in Subscriptions Accepting Points listed in Section 19 of this Tender Offer and on DMBH’s website: www.dmbh.pl.

Only subscriptions compliant with the template documents made available by DMBH and compliant with the requirements provided under this point 32.4 shall be accepted.

DMBH’s clients holding Shares registered on their securities accounts at DMBH do not have to present certificates of deposit when submitting the subscriptions for the sale of Shares. In such cases
the Shares would be blocked based on a blockade order until the date when the purchase transaction under this Tender Offer is settled (inclusive).

In each case, DMBH shall accept subscriptions only having verified whether the entity submitting the subscription or entity on behalf of whom subscription has been submitted holds Shares being subject to the subscription and whether such Shares had been blocked on the entity’s securities account in a manner compliant with the terms and conditions provided under this Tender Offer.

In case the above is not confirmed, the subscription shall not be accepted by DMBH, which means, that the Shares subject to such subscription shall not be subject to a Share purchase transaction under the Tender Offer.

Only Shares subject to duly submitted subscriptions compliant with the terms and conditions provided under this Tender Offer shall be subject to a Share purchase transaction under the Tender Offer.

Additional information regarding the subscription procedure may be obtained in the Subscriptions Accepting Points listed in Section 19 of this Tender Offer.

32.5 Costs of settlements

Tendering shareholders shall bear the usual brokerage fees, costs and expenses charged by entities maintaining securities accounts in connection with the settlement of the sale transaction in the context of the Tender Offer. Tendering shareholders should contact the entities maintaining their securities accounts to inquire about the amount of the applicable commissions and fees.