

**Announcement of the Managing Board of Apator Joint Stock Company with its seat in
Toruń
on convening of the Ordinary General Assembly of Shareholders**

The Managing Board of Apator S.A. with its seat in Toruń at 4A premises C4 Gdańska Street Registered in the Register of Entrepreneurs of the National Court Register under number KRS 0000056456, register files are stored at the District Court in Toruń, Economic Department VII of the National Court Register, NIP 879 016 68 96, initial capital at the amount of 3.310.702,80 PLN, paid in in whole, acting pursuant to Art. 399 §1 and 402¹ § 1 of the Companies Code (referred to hereinafter as C.C.) and § 14 subparagraph 3 of the Statutes of Apator S.A. informs that it convenes the Ordinary General Assembly of Shareholders of Apator S.A. at 28th May 2018 at 4.00 p.m.; the Assembly shall take place at the seat of Apator S.A., at the following address Ostaszewo 57C, 87-148 Łysomice, Kuyavian and Pomeranian Province.

Agenda of the Ordinary General Assembly of Shareholders

1. Opening of the Ordinary General Assembly
2. Election of the Chairperson of the Ordinary General Assembly
3. Determination that the Ordinary General Assembly was convened correctly and is capable to adopt resolutions
4. Adoption of the agenda of the Ordinary General Assembly
5. Considering and adoption of the Managing Board report on the Apator S.A. business for the period from 1st January 2017 to 31st December 2017 and the report of the Managing Board on the business of Apator group for the period from 1st January 2017 to 31st December 2017
6. Considering and adoption of the financial statements of Apator S.A. for the financial year 2017 and consolidated financial statements for financial year 2017
7. Granting to the members of the Managing Board of Apator S.A. the acknowledgement of fulfilment of their duties in 2017
8. Considering and adoption of the report by the Supervisory Board of Apator S.A. for the period from 1st January 2017 to 31st December 2017
9. Granting to the members of the Supervisory Board of Apator S.A. the acknowledgement of fulfilment of their duties in 2017
10. Division of the profit of Apator S.A. for the financial year 2017

11. Change of the unified text of the Statutes of Apator S.A.
12. Adoption of the unified text of the Statutes of Apator S.A.
13. Adoption of new Bye-Laws of the Supervisory Board of Apator S.A.
14. Adoption of a resolution on the program of buyout of own shares with the purpose to redeem them and lower the initial capital and to create the Fund of shares redemption with the purpose to finance the Program of buyout of own shares.
15. Closing of the meeting

The Managing Board of Apator S.A. announces the proposed changes of the Statutes of Apator S.A.

the hitherto wording of § 7 of the Statutes of Apator S.A.:

The initial capital of the Company amounts to 3,310,702.80 PLN (three million three hundred and ten thousand seven hundred and two zloty and 80/100) and it is divided into 7.438.201 (seven million four hundred and thirty eight thousand and one) registered shares of A series and 25.668.827 (twenty five million six hundred and sixty eight thousand eight hundred and twenty seven) bearers shares of A, B and C series of the nominal value 0.10 PLN (ten groszys) each.

Proposed change of the hitherto §7 of the Statutes of Apator S.A.

The initial capital of the Company amounts to 3,310,702.80 PLN (three million three hundred and ten thousand seven hundred and two zloty and 80/100) and it is divided into 7,437,002 (seven million four hundred and thirty seven thousand and two) registered shares of A and 25,670,026 (twenty five million six hundred and seventy thousand and twenty six) bearers shares of A, B and C series of the nominal value 0.10 PLN (ten groszys) each.

the hitherto wording of § 15 subparagraph 11 of the Statutes of Apator S.A.:

The Board decides in all matters that, in the light of the law and these Statutes are not reserved for the exclusive competence of the General Assembly or do not belong to the scope of the activities of the Managing Board.

The competences of the Supervisory Board include:

- assessment of the report by the Managing Board on the Company's business and the report by the Managing Board on the business of the capital group for previous financial year and submitting written report from this assessment to the General Assembly,

- assessment of the separate financial statements and consolidated financial statements for the previous financial year with reference to their compliance with the books, documentation and facts and submitting the written report from that assessment to the General Assembly,
- preparing and presenting the report from the Supervisory Board business to the General Assembly, which includes brief assessment of the Company's situation, taking into account the assessment of the systems of internal control, risk management, compliance and the function of internal audit,
- assessment of the motions of the Managing Board relating to the distribution of profit or covering of loss,
- considering and expressing the opinion on the remaining matters which are to be the object of the resolution by the General Assembly
- appointing of the chartered auditor auditing the financial statements,
- approving of multi-year strategy of the Company and Apator group and their changes,
- approving of annual and multi-year financial plans of the Company and Apator group and their changes,
- adopting of resolutions on purchasing and selling of shares or stocks in other business units,
- adopting of resolutions on creating and liquidating of business units with whole or partial capital of the Company,
- adopting of resolutions on purchasing and selling of real estate, perpetual usufruct or share in the real estate,
- expressing the consent to make dispositions of the right or incur the liabilities by the Company, with the exception of the matters reserved for the competence of the General Assembly of the value exceeding 30 million PLN,
- adopting of resolution on determining the number of Managing Board Members,
- appointing of the President of the Managing Board, and then at his/her motion the remaining Members of the Managing Board, recalling the Members of the Managing Board, suspending, for important reasons, all or particular Members of the Managing Board, as well as seconding the Members of the Supervisory Board to provisional performing of the functions of the Members of the Managing Board and determining of the remuneration for the Managing Board, taking into account its motivation character,

- representing the Company in the contracts between the Company and the Member of the Managing Board, as well as in the dispute between the Company and the Member of the Managing Board,
- settling of conflicts of interests of the Members of the Managing Board,
- adopting of the Managing Board Bye-Laws,
- adopting of the Bye-Laws of the Audit Committee.

proposed change of the hitherto § 15 subparagraph 11 of the Statutes of Apator S.A.:

The Board decides in all matters that, in the light of the law and these Statutes are not reserved for the exclusive competence of the General Assembly or do not belong to the scope of the activities of the Managing Board.

The competences of the Supervisory Board include:

- assessment of the report by the Managing Board on the Company’s business and the report by the Managing Board on the business of the capital group for previous financial year and submitting written report from this assessment to the General Assembly,
- assessment of the separate financial statements and consolidated financial statements for the previous financial year with reference to their compliance with the books, documentation and facts and submitting the written report from that assessment to the General Assembly,
- preparing and presenting the report from the Supervisory Board business to the General Assembly, which includes brief assessment of the Company’s situation, taking into account the assessment of the systems of internal control, risk management, compliance and the function of internal audit,
- assessment of the motions of the Managing Board relating to the distribution of profit or covering of loss,
- considering and expressing the opinion on the remaining matters which are to be the object of the resolution by the General Assembly
- appointing of the chartered auditor auditing the financial statements,
- approving of multi-year strategy of the Company and Apator group and their changes,
- approving of annual and multi-year financial plans of the Company and Apator group and their changes,
- adopting of resolutions on purchasing and selling of shares or stocks in other business units,

- adopting of resolutions on creating and liquidating of business units with whole or partial capital of the Company,
- adopting of resolutions on purchasing and selling of real estate, perpetual usufruct or share in the real estate,
- expressing the consent to make dispositions of the right or incur the liabilities by the Company, with the exception of the matters reserved for the competence of the General Assembly of the value exceeding 20 million PLN,
- expressing the consent to spend the outlays for research and development works of the value exceeding 1.5 million PLN,
- adopting of resolution on determining the number of Managing Board Members,
- appointing of the President of the Managing Board, and then at his/her motion the remaining Members of the Managing Board, recalling the Members of the Managing Board, suspending, for important reasons, all or particular Members of the Managing Board, as well as seconding the Members of the Supervisory Board to provisional performing of the functions of the Members of the Managing Board and determining of the remuneration for the Managing Board, taking into account its motivation character,
- representing the Company in the contracts between the Company and the Member of the Managing Board, as well as in the dispute between the Company and the Member of the Managing Board,
- settling of conflicts of interests of the Members of the Managing Board,
- adopting of the Managing Board Bye-Laws,
- adopting of the Bye-Laws of the Audit Committee,
- adopting of resolutions in other matters at the motion of the President of the Managing Board.

Pursuant to Art. 402² of C. C. the Company transfers the information relating to the participation in the Ordinary General Assembly of Apator S.A.

Day of registering of participation in the Ordinary General Assembly

In accordance with Art. 406¹ § 1 of C. C. the day of registration of participation is sixteen days before the date of the Ordinary General Assembly, i.e. on 12th May 2018 (referred to hereinafter “Registration Day”).

The right to participate in the Ordinary General Assembly

The Managing Board of the Company informs that pursuant to Art. 406¹ and 406² of C.C. the right to participate in the Ordinary General Assembly have the persons being the shareholders of Apator S.A. on Registration Day, i.e.

- the shareholders authorised pursuant to the bearers instruments, who sixteen days before the date of the Ordinary General Assembly (i.e. on 12th May 2018) have bearers instruments of the Company recorded at the securities account and not earlier than after publishing of this announcement on convening of Ordinary General Assembly and not later than up to 14th May 2018 (including this day) request the body running the securities account to issue a registered certificate on the right to participate in the Ordinary General Assembly.
- the shareholders authorised pursuant to registered shares if their names are entered into the book of shares of Registration Day, i.e. on 12th May 2018.

The list of shareholders authorised to participate in the Ordinary General Assembly is established by Apator S.A. pursuant to book of shares and the list of bearers instruments made available by National Depository of Securities S.A. The list is drawn up based on the information transferred by the units running the securities accounts of the shareholders, pursuant to issued registered certificates on the right to participate in the Ordinary General Assembly.

The list of the shareholders authorised to participate in Ordinary General Assembly (referred to hereinafter the List of Shareholders) shall be made available in the Office of the Managing Board of the Company, under the address: Ostaszewo 57C, 87-148 Łysomice, Kuyavian and Pomeranian Province, between 9.00 a.m. to 3.00 a.m. for three working days before holding of the Ordinary General Assembly, i.e. from 23rd to 25th May 2018.

The shareholder may review the List of Shareholders at the premises of the Office of the Managing Board of the Company, under the address: Ostaszewo 57C, 87-148 Łysomice, Kuyavian and Pomeranian Province and request copy of the List of Shareholders against the return of the costs of its drawing up. The shareholder may request to be sent the List of Shareholders, free of charge by electronic mail, stating the address to which the list is to be sent.

The letters containing the above mentioned requests, signed by the shareholder or their representative and all documents attached by the shareholder to the above mentioned letters and sent to the Company electronically should be scanned to files in PDF or JPG formats,

and furthermore in case of:

- shareholders being natural persons, copy of the document confirming the identity of the shareholder (if the request is submitted in an electronic form)
- shareholders being legal persons or partnerships - the authorisation to act in the name of that unit must be confirmed by submitting current extract from the National Court Register or other register,
- submitting of the request by a representative - power of attorney signed by the shareholder should be attached to that request (or the uninterrupted sequence of powers of attorney) and the copy of the document confirming the identity of the person signing the request, and in case of the representative other than natural person - copy from proper register confirming the authority of the signing person to act in the name of the representative.

The right of the shareholder to request placing of determined matters in the agenda of the Ordinary General Assembly

The shareholder or shareholders representing at least one twentieth of the initial capital are authorised to request placing of determined matters in the agenda of the Ordinary General Assembly (Art. 401 § 1 of C. C.). The request should be submitted to the Managing Board of the Company not later than 21 days before the date of the Ordinary General Assembly, i.e. up to 7th May 2018. The request should contain the statement of reasons or draft resolution with reference to the proposed item of the agenda. The draft of the resolution should include statement of reasons. The request may be submitted in writing at Apator S.A. Centrum under the following address: Ostaszewo 57C, 87-148 Łysomice, Kuyavian and Pomeranian Province, or sent in an electronic form by an electronic mail to address: ri@apator.com.

The shareholder/shareholders of bearer instruments should attach to the request mentioned above the registered depository certificate or certificate on the right to participate in Ordinary General Assembly issued by the unit running the securities account where the shares of the Company are recorded.

The fact of possessing by a shareholder/shareholders of suitable number of shares as on the day of submission of the request:

- in case of registered shares results from the entry into the book of shares,
- in case of bearers instruments is proved by registered certificate on the right to participate in the Ordinary General Assembly, attached by the shareholder/shareholders or other document which is equal to the certificate issued by the unit running the securities account where the bearers instruments of the Company are recorded.

and furthermore in case of:

- shareholders being natural persons, copy of the document confirming the identity of the shareholder (if the request is submitted in an electronic form) should be attached
- shareholders being legal persons or partnerships - the authorisation to act in the name of that unit must be confirmed by submitting current extract from the National Court Register or other register,
- submitting of the request by a representative - power of attorney signed by the shareholder should be attached to that request (or the uninterrupted sequence of powers of attorney) and the copy of the document confirming the identity of the person signing the request, and in case of the representative other than natural person - copy from proper register confirming the authority of the signing person to act in the name of the representative.

The letters containing the above mentioned requests, signed by the shareholder or its representative and all documents attached by the shareholder to the above mentioned letters and sent to the Company electronically should be scanned to files in PDF or JPG formats.

The right of the shareholder to submit drafts of resolutions

The shareholder or shareholders representing at least one twentieth of the initial capital may, before the date of the Ordinary General Assembly, submit in writing at Apator S.A. Centrum under the address: Ostaszewo 57C, 87-148 Łysomice, Kuyavian and Pomeranian Province, or with the use of electronic mail at the address: ri@apator.com, drafts of resolutions relating to the matters which are included in the agenda of the Ordinary General Assembly or to matters which are to be introduced into the agenda.

The shareholder/shareholders of bearer instruments should attach to the request mentioned above the registered depository certificate or certificate on the right to participate in Ordinary General Assembly issued by the unit running the securities account where the shares of the Company are recorded.

The fact of possessing by a shareholder/shareholders of suitable number of shares as on the day of submission of the request:

- in case of registered shares results from the entry into the book of shares,
- in case of bearers instruments is proved by registered certificate on the right to participate in the Ordinary General Assembly attached by the shareholder/shareholders or other document which is equal to the certificate issued by the unit running the securities account where the bearers instruments of the Company are recorded.

and furthermore in case of:

- shareholders being natural persons, copy of the document confirming the identity of the shareholder (if the request is submitted in an electronic form) should be attached
- shareholders being legal persons or partnerships - the authorisation to act in the name of that unit must be confirmed by submitting current extract from the National Court Register or other register,
- submitting of the request by a representative - power of attorney signed by the shareholder should be attached to that request (or the uninterrupted sequence of powers of attorney) and the copy of the document confirming the identity of the person signing the request, and in case of the representative other than natural person - copy from proper register confirming the authority of the signing person to act in the name of the representative.

The letters containing the above mentioned requests, signed by the shareholder or its representative and all documents attached by the shareholder to the above mentioned letters and sent to the Company electronically should be scanned to files in PDF or JPG formats,

The right to submit the drafts of resolutions relating to the matters introduced into the agenda during the Ordinary General Assembly.

Pursuant to Art. 401 § 5 of C.C. each of shareholders (or representatives) authorised to participate the Ordinary General Assembly may during the Ordinary General Assembly submit drafts of resolutions relating to the matters introduced into the agenda.

Electronic communication of shareholders with Apator S.A.

Within the limits provided by the provisions of the Companies Code the shareholders may contact the Company with the use of electronic means of communication.

The communication of the shareholders with Apator S.A. in an electronic form takes place with the use of email address ri@apator.com.

The risk related to the use of the means of electronic communication is borne by the shareholder.

In case of the documents whose originals were drawn up in language other than Polish, the translation thereof into Polish should be sent by the shareholder together with the documents sent by the shareholder electronically.

All documents sent by the shareholder to Apator S.A., as well as by Apator S.A. to the shareholder electronically should be scanned into PDF or JPG format.

The manner of exercising the right of vote by the representative

The shareholders may participate in Ordinary General Assembly and exercise the right of vote in person or by the representative.

The representative performs all rights of the shareholder at the General Ordinary Assembly, unless something else arises from the content of the power of attorney.

The representative may grant further power of attorney if it results from the content of power of attorney.

The representative may represent more than one shareholder and vote contrary from the shares of each shareholder.

The shareholder having the shares recorded on more than one securities accounts may establish separate powers of attorney to perform the rights from shares recorded on each account.

The power of attorney to participate at Ordinary General Assembly and performing the right to vote should be granted in writing or in an electronic form. Granting of the power of attorney in an electronic form does not require signature with secure signature verified electronically with the use of valid qualified certificate.

The templates of powers of attorney mentioned in Art. 402³ § 1 point 5 of the C.C. allowing to perform the right of vote by the representative are made available on the Internet website of the Company www.apator.com.

The Company does not impose the duty to grant the power of attorney with the use of template proposed by the Company. Additionally, the Company informs that in case the shareholder grants the power of attorney together with the instruction of voting the Company would not verify whether the representative performs the right of vote following the instructions they received from the shareholders. Therefore, with reference to the above, the Company informs that the instruction of voting should be transferred to the representative only.

At the same time, the Managing Board of the Company informs that the shareholder is obliged to transfer the notification on having granted the power of attorney in an electronic form to e-mail address: ri@apator.com (in PDF or JPG format) until 25th May 2018 up to 3.30 p.m. The information on having granted power of attorney in an electronic form should be accompanied by scanned power of attorney granted on the template made available by the Company or drawn up by the shareholder and including at least the same data and information,

and furthermore in case of:

- shareholders being natural persons, copy of the document confirming the identity of the shareholder should be attached,
- shareholder being legal person or partnership the authorisation to act in the name of this unit should be confirmed by attaching the copy of the current extract from proper register or other document confirming the authority of the natural person (natural persons) to represent the shareholder at Ordinary General Assembly (for instance uninterrupted sequence of powers of attorney).

The Company reserves the right to take up appropriate measures serving to identify the shareholder or the representative to verify the validity of the power of attorney granted in an electronic form. The verification may consist in particular in feedback question in electronic or telephone form directed to the shareholder and/or representative to verify the fact of granting the power of attorney and the scope thereof. The Company reserves that in such case the failure to give answers to the questions asked during the verification shall be treated as no

possibility to verify the fact of having granted of power of attorney and shall make up the basis to deny the participation of the representative in the Ordinary General Assembly.

Admitting to participate in the Ordinary General Assembly

The shareholders shall be permitted to participate in the Ordinary General Assembly after producing of ID documents and the representatives:

- in case of power of attorney granted in a written form - after producing of ID document and valid power of attorney granted in written form,
- in case of power of attorney granted in an electronic form - after producing of ID document.

The representatives of legal persons or partnerships should additionally produce current excerpts from appropriate registers, mentioning the persons authorised to represent these units, as well as, other documents confirming the authorisation of a natural person (persons) to represent the shareholder at the Ordinary General Assembly (for instance uninterrupted sequence of powers of attorney).

In case the copies of the above mentioned documents are produced they should be notarized.

Powers of attorney and other required documents confirming the authorisation of the shareholder or the person representing thereof to participate in the Ordinary General Assembly shall be attached by the Company to the book of minutes.

Possibility to participate in the Ordinary General Assembly with the use of means of electronic communication

The Statutes of Apator S.A. do not allow for the participation in the general assemblies with the use of means of electronic communication.

Possibility to perform the right to vote by correspondence or with the use of means of electronic communication

The Statutes and the Bye-Laws of the General Assemblies of Apator S.A. do not foresee the possibility to cast votes at general assemblies by correspondence or with the use of means of electronic communication.

Materials relating to the Ordinary General Assembly and the manner of making them available

Full text of documentation which is to be presented at the Ordinary General Assembly, the drafts of resolutions of Ordinary General Assembly included are made available at the Internet website of the Company www.apator.com and were published in the form of current report. Any information relating to the Ordinary General Assembly shall be made available at the Internet website of the Company www.apator.com.

General information

Registering of shareholders shall take place half an hour before starting of Ordinary General Assembly, i.e. starting from 3.30 p.m.

Please do not forget your ID documents on the day of the Ordinary General Assembly to be admitted to take part therein.

The meeting of the Ordinary General Assembly shall be broadcasted online by UNICOMP-WZA Sp. z o.o. Ltd Co. on the Internet. The transmission of the meeting shall be accessible under the address: www.apator.com in the section „Relacje Inwestorskie” “Investors’ Relations”. To obtain access to the transmission of the meeting of General Assembly the equipment fulfilling the following technical requirements should be at the disposal:

- Internet link of the capacity not smaller than 512kB (synchronous),
- PC operating in the quality and capacity accepted by the user in the Internet environment, with one of the following browsers installed in their most current version: Internet Explorer, Mozilla Firefox, Opera, supporting Java and Flash and having installed the newest Adobe Flash Player plug.