**RESOLUTION No 16h/VII/2020**

# General Shareholders Meeting of Apator SA on 2nd July 2020

on appointment of Mr Jacek Pakuła as the Member of Supervisory Board of Apator SA

Based on art. 385 § 1 of the Polish Commercial Companies Code and § 14 par. 14 and § 15 par. 1 of the Statute of Apator SA. Ordinary General Shareholders Meeting adopts the following resolution:

Mr Jacek Pakuła is appointed member of the Supervisory Board for a joint term in the years 2020-2025.

**The resolution was not taken.**

**RESOLUTION No 21/VII/2020**

# General Shareholders Meeting of Apator SA on 2nd July 2020

on change of § 10 of the Statute of Apator SA

Based on art. 430 § 1 of the Polish Commercial Companies Code and § 14 par. 4 of the Statute of Apator SA it is resolved as follows:-

The current wording of § 10 of the Statute of Apator SA is changed:

§ 10

1. A series registered shares may be sold by shareholders and their heirs or legal successors only to shareholders holding A series registered shares. Disposal of A series registered shares to persons other than shareholders holding A series registered shares requires permission of the Executive Board.
2. Shareholders intending to sell A series registered shares to persons other than shareholders holding A series registered shares should submit a written application to the Executive Board for permission to do so.
3. The Executive Board of the Company will consider the application for permission to sell A series registered shares and will decide whether or not to grant the permission within 60 days from the date of submission of the application, based on the interest of the Company. -
4. If the Executive Board does not agree to the transfer of shares, it should within 60 days:

- identify another buyer,

- determine the price consistent with the bearer share price as of the date of application.

The deadline for payment of such price is 7 days from the date of the Executive Board’s decision.

1. If the Executive Board does not take a position within 60 days from the date of the written application for permission to dispose of the shares, the disposal of the shares is not subject to any restrictions.

to the following:

§ 10.

1. Series A registered shares may be sold by shareholders and their heirs or legal successors only to shareholders holding Series A registered shares or to persons included in Tax Group I within the meaning of the Inheritance and Gift Tax Act of 28 July 1983 in relation to the shareholder selling Series A registered shares.
2. Disposal of series A registered shares to persons other than those indicated in §10 section 1 requires the approval of the Executive Board.
3. Shareholders intending to sell A series registered shares to persons other than those indicated in §10 section 1 should submit a written request to the Executive Board for permission to carry out this legal action.
4. The Executive Board of the Company will consider the application for permission to sell A series registered shares and will decide whether or not to grant the permission within 60 days from the date of submission of the application, based on the interest of the Company.
5. If the Executive Board does not agree to the transfer of shares, it should within 60 days:

 - identify another buyer,

- determine the price consistent with the bearer share price as of the date of application.

The deadline for payment of such price is 7 days from the date of the Executive Board’s decision.

1. If the Executive Board does not take a position within 60 days from the date of the written application for permission to dispose of the shares, the disposal of the shares is not subject to any restrictions.

**The resolution was not adopted**

# RESOLUTION No 22/VII/2020 of General Shareholders Meeting of Apator SA dated 2nd July 2020

on change of § 11 of the Statute of Apator SA

Based on art. 430 § 1 of the Polish Commercial Companies Code and § 14 par. 4 of the Statute of Apator SA it is resolved as follows:

The current wording of § 11 of the Statute of Apator SA is changed:

§ 11

1. Registered shares and bearer shares may be redeemed with the shareholder's consent through their acquisition by the Company.
2. Acquisition of shares by the Company for their redemption and redemption of shares requires separate resolutions of the General Meeting.
3. Purchase of the Company's own shares should be made in such a way that no group of shareholders is privileged.

to the following:

§ 11.

1. Registered shares and bearer shares may be redeemed with the shareholder's consent through their acquisition by the Company.
2. Purchase of shares by the Company for the purpose of their redemption and redemption of shares requires separate resolutions of the General Meeting.

**The resolution was not taken.**

**RESOLUTION No 23/VII/2020**

# General Shareholders Meeting of Apator SA on 2nd July 2020

on change of § 12 par. 6 of the Statute of Apator SA

Based on art. 430 § 1 of the Polish Commercial Companies Code and § 14 par. 4 of the Statute of Apator SA it is resolved as follows:

 The current wording of § 12 par. 6 of the Statute of Apator SA is changed:

§ 12.6.

The Company's profit for the last financial year shall be allocated to the Company's capitals and funds as well as to dividends for shareholders in the amount adopted by the General Meeting and for other purposes determined by resolutions of the General Meeting. The General Meeting of Shareholders may decide to pay a conditional dividend only if the conditions are met before the date of establishing the right to dividend.

to the following:

§ 12.6.

The Company's profit for the last financial year shall be allocated to the Company's capitals and funds as well as to dividends for shareholders in the amount adopted by the General Meeting and for other purposes determined by resolutions of the General Meeting.

**The resolution was not taken**

In addition, the following resolution was voted on at the beginning:

# RESOLUTION OF GENERAL MEETINGS OF APATOR SA dated 2nd July 2020

on the adjournment of the session

§ 1. Considering the art. 54 of the act dated 29th September 1994 on accounting, Ordinary General Shareholders Meeting of Apator S.A. (hereinafter referred to as "the Company") hereby orders the break in its deliberations in order to consider the supplementation of (i) Report of the Executive Board on activity of the Company for 2019 (ii) Report of the Executive Board on activity of capital group for 2019 (iii) Financial statement of the Company for the financial year 2019, as well as (iv) the Consolidated Financial Statements of the Company's Capital Group for the financial year 2019, for an appropriate explanation regarding the cash claim submitted by the company under the name PySENSE spółka z ograniczoną odpowiedzialnością.

§ 2 Sessions of this Ordinary General Meeting of the Company will be resumed on 16 July 2020 at 1:00 p.m. at the place where they were opened before the break was ordered.

§ The resolution shall enter into force upon its adoption.

**The resolution was not taken.**