



**Announcement of the Executive Board of Apator Spółka  
Akcyjna with the seat in Toruń about calling of  
Extraordinary General Shareholders Meeting**

The Executive Board of Apator S.A. with headquarters in Toruń at 4a Gdańska Street. C4, registered in the Register of Entrepreneurs of the National Court Register under KRS no. 0000056456, the place of keeping the registration files - District Court in Toruń, VII Economic Department of the National Court Register, NIP 879 016 68 96, with the share capital amounting to PLN 3.280. 632,80 PLN, paid in full, acting based on art. 399 § 1 and 402<sub>1</sub> § 1 of the Commercial Companies Code (hereinafter referred to as CCC) and § 14 para 3 of the Statute of Apator S.A. announces that it convenes the Extraordinary General Shareholders Meeting of Apator S.A. to be held on 18th October 2021 at 11.00, that will be held in Toruń in Filmar Hotel, Conference Centre (ground floor), address: 39-43 Grudziądzka Street, 87-100 Toruń.

**Agenda of the Extraordinary General Meeting:**

1. Opening of the EGM.
2. Election of the Chairman of the EGM.
3. Confirmation of the correctness of convening the EGM and its capacity to adopt resolutions.
4. Adopting the agenda of the EGM.
5. Adoption of the resolution on the merger of Apator S.A. seated in Toruń as the Acquiring Company with subsidiary Apator Elkomtech S.A. seated in Łódź as the Acquired Company.
6. Closing of the Meeting.

**Pursuant to Article 402 of the C.C.C. The Company provides the information concerning the participation in the Extraordinary General Meeting of Shareholders of Apator SA.**

**Registration day for participation in the Extraordinary General Meeting**

The registration day for the Extraordinary General Meeting in accordance with Article 406<sub>1</sub> § 1 of the Commercial Companies Code shall be sixteen days prior to the date of the Extraordinary General Meeting, i.e. on 2 October 2021 (the "Registration Day"). The Registration Day is uniform for holders of bearer shares and registered shares.



## **Right to participate in the Extraordinary General Meeting of Shareholders**

The Executive Board of the Company announces that, pursuant to article 406<sup>1</sup> C.C.C., the right to attend the Extraordinary General Meeting is vested in shareholders who, on the Registration Day, will have shares of the Company recorded in their securities account and not earlier than after making this announcement of convening the Extraordinary General Meeting and not later than on the first general day after the Registration Day, i.e. by 4 October 2021. (inclusive) will apply to the entity keeping the securities account with a request to issue a registered certificate of the right to attend the Extraordinary General Meeting. The certificate shall meet the requirements set out in Article 406<sup>3</sup>C.C.C

In addition, the right to participate in the Extraordinary General Meeting, pursuant to Article 406<sup>2</sup> of the C.C.C also have pledgees and users entitled to vote, if establishment of a limited property right in their favour is registered on the securities account on the Registration Day.

The list of shareholders entitled to participate in Extraordinary General Shareholders Meeting is determined by Apator S.A. based on the list of shareholders made available by National Depository for Securities. The list is made based on the information submitted to KDPW S.A. by authorized entities in accordance with the Act of 29th July 2005 on trading in financial instruments.

List of shareholders entitled to attend the Extraordinary General Meeting (hereinafter: List of Shareholders) will be displayed in the Office of the Company's Executive Board at Ostaszewo 57C, 87-148 Łysomice, Kujawsko-Pomorskie Voivodeship, from 9.00 a.m. to 3.00 p.m. for 3 working days before the Extraordinary General Meeting is held, i.e. on 13-15 October 2021.

A Shareholder may browse the List of Shareholders at the premises of the Company's Executive Board Office at Ostaszewo 57 C, 87-148 Łysomice, Kujawsko-Pomorskie Province and request a copy of the List of Shareholders against reimbursement of the costs of its preparation. A Shareholder may request that the List of Shareholders be sent to him/her free of charge by e-mail, stating the address to which the list should be sent.



To the request referred to above, the shareholder should enclose the registered deposit certificate as referred to in Art. 9, item 1 of the Act on Trading in Financial Instruments or a registered certificate of the right to attend the Extraordinary General Meeting issued by the entity keeping the securities account on which the Company's shares are recorded.

In addition, in the event of:

- shareholders being natural persons - a copy of the document confirming the identity of the shareholder (if the request is submitted in electronic form) should be attached,
- shareholders being legal persons or partnerships - the right to act on behalf of this entity should be confirmed by attaching a current excerpt from the National Court Register or other register,
- making a request by a proxy - a power of attorney to make such a request should be attached, signed by the shareholder (possibly an uninterrupted sequence of powers of attorney) and a copy of a document confirming the identity of the person signing the request, and in the case of a proxy other than a natural person - a copy of an extract from the relevant register confirming the authorisation of the person signing to act on behalf of the proxy.

Letters containing the aforementioned requests, signed by the shareholder or his proxy and all documents attached by the shareholder to the aforementioned letters, sent to the Company by electronic means should be scanned to a file in PDF or JPG format.

### **Shareholder's right to demand that certain matters be placed on the agenda of the Extraordinary General Meeting of Shareholders**

A shareholder or shareholders representing at least one twentieth of the share capital shall be entitled to request the inclusion of specific issues on the agenda of the Extraordinary General Meeting (art. 401 § 1 of the CCC). The request should be submitted to the Company's Executive Board no later than 21 days before the date of the Extraordinary General Meeting, i.e. by 27 September 2021. The request should contain a justification of the draft resolution concerning the proposed item on the agenda. The demand can be submitted in writing in Apator S.A., Centre at the address Ostashewo 57C, 87-148 Łysomice,



Kujawsko-Pomorskie Voivodeship, or in electronic form sent to the e-mail address: [ri@apator.com](mailto:ri@apator.com).

To the notification referred to above, the shareholder(s) should enclose the registered deposit certificate(s) referred to in Article 9(1) of the Act on Trading in Financial Instruments or registered certificate(s) of the right to attend the Extraordinary General Meeting issued by the entity keeping the securities account on which the Company's shares are recorded. The above documents will be the basis for determining whether the shareholder(s) holds the appropriate number of shares to make the demand.

In addition, in the event of:

- shareholders who are natural persons - a copy of the document confirming the identity of the shareholder must also be attached (if the request is made in electronic form),
- shareholders being legal persons or partnerships - the right to act on behalf of this entity should be confirmed by attaching a current excerpt from the National Court Register or other register,
- making a request by a proxy - a power of attorney to make such a request should be attached, signed by the shareholder (possibly an uninterrupted sequence of powers of attorney) and a copy of a document confirming the identity of the person signing the request, and in the case of a proxy other than a natural person - a copy of an extract from the relevant register confirming the authorisation of the person signing to act on behalf of the proxy.

Letters containing the aforementioned requests, signed by the shareholder or his proxy and all documents attached by the shareholder to the aforementioned letters, sent to the Company by electronic means should be scanned to a file in PDF or JPG format.

### **Shareholder's right to submit draft resolutions**

Shareholder or shareholders representing at least one twentieth of share capital can before the date of Extraordinary General Shareholders Meeting propose in writing in Apator S.A., Centre at Ostaszewo 57C, 87-148 Łysomice, Kujawsko-Pomorskie Voivodeship or by e-mail to the address: [ri@apator.com](mailto:ri@apator.com), draft resolutions concerning the matters being the subject of the agenda of the General Meeting or matters which are to be included in the agenda.



Considering the principle no. 4.8 adopted to be applied by Apator S.A. In accordance with the Code of Best Practice for WSE Listed Companies 2021, the Company requests shareholders to submit draft resolutions no later than 3 days before the date of the General Meeting.

To the notification referred to above, the shareholder(s) should enclose the registered deposit certificate(s) referred to in Article 9(1) of the Act on Trading in Financial Instruments or registered certificate(s) of the right to attend the Extraordinary General Meeting issued by the entity keeping the securities account on which the Company's shares are recorded. The above documents will be the basis for determining whether the shareholder(s) holds the appropriate number of shares to make the demand.

In addition, in the event of:

- shareholders who are natural persons - a copy of the document confirming the identity of the shareholder must also be attached (if the request is made in electronic form),
- shareholders who are legal persons or partnerships - the right to act on behalf of the entity must also be confirmed by enclosing a valid transcript from the National Court Register or other register,
- the request to be submitted by a proxy - the power of attorney for submitting such a request signed by the shareholder (or an uninterrupted chain of powers of attorney) and a copy of a document confirming the identity of the person signing the request, and in the case of a proxy other than a natural person - a copy of an extract from the relevant register confirming the authority of the person signing the request to act on behalf of the proxy.

Letters containing the aforementioned requests, signed by the shareholder or his proxy and all documents attached by the shareholder to the aforementioned letters, sent to the Company by electronic means should be scanned to a file in PDF or JPG format.



## **The right to submit draft resolutions concerning matters included in the agenda during the Extraordinary General Meeting of Shareholders**

Pursuant to Article 401 § 5 of the CCC, each shareholder (or proxy) entitled to attend the Extraordinary General Meeting may, during the Extraordinary General Meeting, propose draft resolutions concerning matters included on the agenda.

## **Electronic communication of shareholders with Apator S.A.**

Within the limits provided for in the Commercial Companies Code, the shareholders may contact the Company by electronic means of communication.

The communication of shareholders with Apator S.A. in electronic form is performed using the following e-mail address: [ri@apator.com](mailto:ri@apator.com)

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

Along with the documents sent by the shareholder by electronic means, which were originally prepared in a language other than Polish, the shareholder sends their translation into Polish.

All the documents sent by the shareholder to Apator S.A. and also by Apator S.A. to the shareholder by electronic means should be scanned to PDF or JPG format.

## **The manner of exercising the voting right by proxy**

Shareholders may attend the Extraordinary General Meeting and exercise their voting rights in person or by proxy.

The proxy shall exercise all rights of the shareholder at the Extraordinary General Meeting of Shareholders, unless the power of attorney states otherwise.

The proxy may grant a further power of attorney if it follows from the content of the power of attorney.

A proxy may represent more than one shareholder and vote differently on the shares of each shareholder.

A shareholder may appoint more than one proxy.



The power of attorney to participate in the Extraordinary General Meeting and exercise the voting right should be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate.

Proxy forms referred to in Article 402<sup>3</sup> § 1(5) of the Commercial Companies Code allowing for the exercise of voting rights by proxy are available on the Company's website [www.apator.com](http://www.apator.com).

The Company does not impose an obligation to grant a power of attorney on the form proposed by the Company. Additionally, the Company informs that if a shareholder grants a power of attorney together with a voting instruction, the Company will not verify whether the proxies exercise the voting right in accordance with the instructions received from the shareholders. Therefore, the Company informs that the voting instruction should be given only to the proxy.

At the same time, the Executive Board of the Company informs that the shareholder is obliged to send the notice of granting the power of attorney in the electronic form to the e-mail address: [ri@apator.com](mailto:ri@apator.com) (in PDF or JPG format) A notice of granting a power of attorney in electronic form shall be deemed effective provided that it reaches the Chairman of the Extraordinary General Meeting before the list of attendance containing the list of participants at the Extraordinary General Meeting is drawn up, in a form enabling the Chairman of the Meeting to read the power of attorney, identify the shareholder and the proxy and verify the validity of the appointment of the proxy. Information on the granting of a power of attorney in electronic form must be accompanied by a scanned power of attorney and, in addition, in the case of:

- shareholders who are natural persons - also a copy of a document confirming the identity of the shareholder,
- shareholders who are legal persons or partnerships - also a document confirming the right to act on behalf of the entity, e.g. a current excerpt from the relevant register or other document confirming the authority of the natural person(s) to represent the shareholder at the Extraordinary General Meeting (e.g. unbroken sequence of powers of attorney).





The Company reserves the right to take appropriate actions to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. Such verification may consist in particular in a return question in electronic form or by telephone addressed to the shareholder and/or proxy in order to confirm the fact of granting the power of attorney and its scope. The Company stipulates that in such a case, failure to answer questions asked during the verification process will be treated as an inability to verify the granting of the power of attorney and will constitute a basis for refusing to admit the proxy to participate in the Extraordinary General Meeting.

The member of the Executive Board and the employee of Apator S.A. are entitled to be the proxies at General Shareholders Meeting of Apator S.A. as public company. If a member of the Executive Board, a member of the supervisory board, a liquidator, an employee of the Company, or a member of the governing bodies or an employee of a company or cooperative dependent on the Company is a proxy at the General Meeting, the proxy may authorise representation at only one General Meeting of the Company. The proxy is obliged to disclose to the shareholder any circumstances indicating the existence or possibility of a conflict of interest. The granting of further power of attorney is excluded. The proxy referred to above shall vote in accordance with the instructions given by the shareholder.

### **Admission to participate in the Extraordinary General Meeting**

Shareholders will be allowed to participate in the Extraordinary General Meeting upon presentation of an identity card, and proxies will be allowed to do so:

- in the case of a power of attorney granted in writing - upon presentation of an identity card and a valid power of attorney granted in writing,
- in the case of a power of attorney granted in electronic form - upon presentation of an identity card.

Representatives of legal persons or partnerships should additionally present current excerpts from relevant registers, listing persons authorised to represent these entities, or other documents confirming the authorisation of the natural person(s) to represent the shareholder at the Extraordinary General Meeting (e.g. unbroken sequence of powers of attorney).

In the case of the presentation of copies of the above documents, they should be confirmed by a notary public.





Powers of attorney and other required documents confirming the right of a shareholder or a person representing him/her to participate in the Extraordinary General Meeting shall be attached by the Company to the book of minutes.

#### **Possibility to participate in the Extraordinary General Meeting by means of electronic communication**

The Company does not provide for the possibility to participate in the General Meeting using electronic means of communication.

#### **Possibility to exercise voting rights by correspondence or using electronic means of communication**

The Company does not provide for the possibility of casting votes at the General Meeting by correspondence or by means of electronic communication.

#### **Materials relating to the Extraordinary General Meeting and how they can be made available**

The full text of the documentation to be presented at the Extraordinary General Meeting, including draft resolutions of the Extraordinary General Meeting, is available on the Company's website [www.apator.com](http://www.apator.com) and has been communicated to the public by way of a current report. All information concerning the Extraordinary General Meeting will be available on the Company's website [www.apator.com](http://www.apator.com).

#### **Shareholder's right to ask questions related to items on the agenda of the General Meeting**

Each shareholder shall have the right to ask questions concerning the items on the agenda of the Extraordinary General Meeting.

#### **Orderly information**

Registration of shareholders will take place half hour before the start of the Extraordinary General Meeting, i.e. from 10.30 am.



Please remember to bring your identity card on the day of the Extraordinary General Meeting in order to be admitted to the meeting.

The session of the General Meeting will be broadcast online by UNICOMP-WZA Sp. z o.o. via the Internet. The broadcast of the proceedings will be available at: [www.apator.com](http://www.apator.com) in the "Investor Relations" section. In order to be able to access the transmission of the General Meeting, it is necessary to have equipment which meets the following technical requirements:

- an Internet connection with a bandwidth of not less than 4 MBps,
- a computer running in a quality and performance acceptable to the user in the Internet environment and having one of the latest version of the Internet browsers installed: Internet Explorer, Mozilla, Firefox, Opera.

#### **Information on processing of personal data of shareholders and proxies of shareholders of Apator SA.**

In accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation), hereafter referred to as the 'Regulation on the protection of individuals with regard to the processing of personal data and on the free movement of such data': "GDPR" we'd like to inform you that:

1. The administrator of personal data of shareholders/actuators is Apator S.A. with the seat in Toruń (87-100), ul. Gdańska 4a lok. C4. Contact: [apator@apator.com](mailto:apator@apator.com)
2. The personal data of shareholders / proxies will be processed pursuant to Art. 6 (1) lit. 6(1)(c) GDPR for the purposes necessary to fulfil the Company's legal obligations, to fulfil obligations arising from Community law (European Union law) or Polish law applicable to the Company as an issuer of securities, in particular the Commercial Companies Code, provisions of the Act on Trading in Financial Instruments, on Public Offering or other laws binding the Company, which is the issuer of securities; to fulfil other obligations provided for by law, including preparation of lists of Shareholders, performance of record-keeping, reporting or reporting obligations, including towards the NDS, the WSE or the FSA; and on the basis of Art. 6(1)(f) GDPR for the purposes necessary for the legally



legitimate interests of the Company, e.g. the assertion of possible rights, including claims by the Company or the defence of its rights.

3. In the case of data processing for the purposes necessary to fulfil the legal obligations incumbent on the Company, personal data of shareholders/ proxies will be stored for the period indicated in the provisions of law. In the case of data processing for the purposes necessary for the purposes resulting from legally justified interests pursued by the Company, your personal data will be stored for the period necessary for the implementation of these purposes.
4. The recipients of personal data of shareholders / attorneys - if necessary and to the extent necessary - may be entities cooperating with the Company in the scope of services provided to the Company and supporting the current business processes of the Company. The recipients of the data may also be other Shareholders - within the scope of making the list of shareholders available in accordance with Article 407 of the Commercial Companies Code or authorized bodies. In addition, personal data may also be published in a current report and transmitted to the Financial Supervision Authority when, pursuant to Article 70 (3) of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, a shareholder holds at least 5% of the votes at the general meeting of shareholders.
5. Personal data of shareholders/authorities will not be transferred to third countries/international organisations.
6. Under the GDPR, shareholders/proxyholders are entitled to:
  - the right to access your data and to receive a copy of it,
  - the right to rectify (amend) your data,
  - the right to erasure, restriction or (in the case of processing based on Article 6(e) or (f) GDPR) the right to object to their processing,
  - the right to data portability,
  - the right to lodge a complaint with a supervisory authority.
7. In the case of providing data directly to the Company, providing the data is required by the provisions of the Commercial Companies Code and in order to enable verification of the identity of the Shareholder, and failure to provide such data is connected with the impossibility of participating in the General Meeting.
8. The data provided will not be subject to profiling.