



**Resolution no 1/X/2021 of Extraordinary General  
Shareholders Meeting  
Apator spółka akcyjna of 18th October 2021**

regarding election of the Chairman of Ordinary General Shareholders Meeting

Based on art 409 § 1 of the Polish Commercial Companies Code and § 14 para 13 of the Statute of Apator S.A.  
The Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

..... as the Chairman of Extraordinary General Shareholders Meeting is elected



**Resolution no 1/X/2021 of Extraordinary General  
Shareholders Meeting  
Apator spółka akcyjna of 18th October 2021**

regarding adoption of the agenda of Extraordinary General Shareholders Meeting

The Extraordinary General Shareholders Meeting of Apator S.A. adopts the following agenda:

1. opening of the Extraordinary General Shareholders Meeting.
2. Election of the Chairman of Extraordinary General Shareholders Meeting.
3. Statement on correctness of calling of Extraordinary General Shareholders Meeting and its capability to adopt the resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. adoption of the resolution on the merger of Apator S.A. seated in Toruń as the Acquiring Company with the subsidiary Apator Elkomtech S.A. seated in Łódź as the Acquired Company.
6. Closing of the meeting.

**Justification of draft resolutions no. 1/X/2021, 2/X/2021:**

The draft resolutions concern matters of order, i.e. election of the Chairman of the General Meeting and adoption of the agenda of the General Meeting.



**Resolution no 1/X/2021 of Extraordinary General  
Shareholders Meeting  
Apator spółka akcyjna of 18th October 2021**

on: 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

Based on art. 492 § 1 point 1 and art. 506 in relation to art. 516 of Commercial Companies Code and § 14 par. 14 of the Statute of Apator S.A. General Shareholders Meeting, after oral presentation by the Executive Board of the Company of significant elements of the content of merger plan and all significant changes in assets and liabilities that occurred between the day of preparation of merger plan and the day of adopting this resolution, resolves as follows:

§1.

The merger of Apator spółka akcyjna with the seat in Toruń, address: ul. Gdańska 4a, lok c4, 87- 100 Toruń, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court in Toruń VII Economic Department of the National Court Register under KRS no 0000056456, NIP: 8790166896, REGON: 870037630 (Acquiring Company) with the subsidiary Apator Elkomtech spółka akcyjna with the seat in Łódź registered in the Register of Entrepreneurs of National Court Register by the District Court for Łódź-Śródmieście in Łódź, XIV Economic Department of National Court Register under the number KRS: 0000009308, NIP: 7270125614, REGON: 008230828 (Acquired Company), in the mode of art. 492 § 1 item 1 of the Code of Commercial Companies, i.e. by transferring all assets of the Target Company to the Acquiring Company - under rules set out in the merger plan agreed between the Executive Boards of the merging companies on 2 August 2021 (hereinafter referred to as the "Merger Plan"), which, pursuant to art. 500 § 21 in connection with art. 516 § 6 of the Code of Commercial Companies, was made available in the Company's current report no. 34/2021 of 6 September 2021, as well as on the website [www.apator.com](http://www.apator.com) and on the website [www.apator.com/pl/elkomtech](http://www.apator.com/pl/elkomtech).

§2.

The contents of the Plan of Merger agreed between the Boards of Directors of the merging Companies on 2 August 2021, which is attached to this resolution, are agreed.



### §3.

The Company's Executive Board is authorised to perform all necessary factual and legal actions related to the procedure of merging the Company with the Acquired Company and undertaken in order to merge the Companies, including in particular the necessary entries in the National Court Register, as well as the required announcements about the merger in the Court Gazette after the registration of the merger by the competent registration court.

### §4.

The resolution comes into force as of the date of its adoption. The merger of the Company with the Acquired Company shall be effected when the merger is entered in the register of entrepreneurs by the competent registry court for the Acquiring Company.

#### **Justification of the draft resolution no. 3/X/2021:**

Pursuant to Article 506 §1 of the Commercial Companies Code, merger of companies requires a resolution of the General Meeting.

Pursuant to article 506 §2 of the Commercial Companies Code a resolution of the General Meeting of a public company on a merger with another company requires a two-thirds majority of votes.

#### **Justification of the merger:**

The Executive Boards of the companies see the need to merge, aiming at arrangement and simplification of the structure of the companies within Apator Group, where Apator S.A. is the parent company, especially that the merged companies operate in the same segment of goods and services and they direct their offer to the similar group of contracting parties. The objective is also to increase the efficiency of management of the other entities in Apator Group, to strive for centralization of economic functions in one entity, to reduce the costs of operation of Apator Group and the companies in Apator Group, including in particular the costs of management and expenditures for supplies of materials and rendering of services, and also particularly aiming at the simplification of relationships and settlements in Apator Group.