



Announcement of the Management Board of Apator Spółka Akcyjna with the seat in Toruń about calling of Ordinary General Shareholders Meeting

The Management 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 the number KRS 0000056456, the place of keeping the registration files - District Court in Toruń, VII Commercial Department of the National Court Register, NIP 879 016 68 96, with the share capital amounting to 3. 277.722,80 PLN paid in full, acting based on art. 399 § 1 and 4021 § 1 of the Polish Commercial Companies Code and § 14 para 3 of the Statute of Apator S.A. announces that it convenes the Ordinary General Shareholders Meeting of Apator S.A. to be held **on 28th June 2022 at 11.00** in Toruń, that will be held in Toruń in Filmar Hotel, Kopernik Room (1st floor), address: 39-43 Grudziądzka Street, 87-100 Toruń.

Agenda of the Ordinary General Meeting (OGM):

1. Opening of the OGM
2. Election of the Chairman of the OGM
3. Confirmation of the correctness of convening the General Meeting and its capacity to adopt resolutions
4. Adoption the agenda of the OGM
5. Presentation by the Management Board of Apator S.A:
 - report of the Management Board on activity of the acquired company Apator Elkomtech S.A. for financial year since 1st January 2021 till 31st December 2021.
 - the report of the Management Board on activity of Apator S.A. and Apator Group for the financial year since 1st January 2021 till 31st December 2021.
 - financial statement of Apator S.A. for financial year 2021
 - financial statement of the acquired company Apator Elkomtech S.A. for 2021
 - consolidated financial statement of the Apator Group for the year 2021
6. Consideration and approval of the report of the Management Board on activity of the acquired company Apator Elkomtech S.A. for the period since 1st January 2021 till 31st December 2021.
7. Consideration and approval of the Report of the Management Board on Activity of Apator Group for the period since 1st January 2021 till 31st December 2021 including the Report of



the Management Board on Activity of Apator S.A. for the period since 1st January 2021 till 31st December 2021.

8. Consideration and approval of financial statement of Apator S.A. for financial year 2021
9. Consideration and approval of financial statement of the acquired company Apator Elkomtech S.A. for the financial year 2021
10. Consideration and approval of consolidated financial statement of Apator Group for financial year 2021
11. Granting the vote of approval to the members of the Management Board of Apator SA for performance of their duties in 2021
12. Granting the vote of approval to the President of Management Board of Apator Elkomtech S.A. of the performance of his duties in 2021
13. Presentation of the report by the Supervisory Board of Apator S.A. for the period since 1st January 2021 through December 31, 2021.
14. Consideration and approval of the report of the Supervisory Board of Apator S.A. for the period since 1st January 2021 till 31st December 2021.
15. Presentation by the Supervisory Board of Apator S.A. of the report on remuneration of the members of Management Board and Supervisory Board of Apator S.A. for the period since 1st January 2021 till 31st December 2021.
16. Adoption of the resolution on the report of the Supervisory Board of Apator S.A. on the remuneration of the members of the Management Board and the Supervisory Board of Apator S.A. in 2021
17. Granting the vote of approval to the members of the Supervisory Board of Apator SA for performance of their duties in 2021
18. Granting the vote of approval to the members of the Supervisory Board of the acquired company Apator Elkomtech S.A. for the period since 1st January 2021 till 31st December 2021.
19. Distribution of profit of Apator S.A. for the financial year 2021
20. The allocation of profit of the acquired company Apator Elkomtech S.A. for financial year 2021
21. Adoption a resolution on closing the share buy-back program for cancellation and share capital reduction and establishing a Share Redemption Fund



for the purpose of financing the share buy-back program of June 29 2021

22. Adoption of a resolution on the cancellation of treasury shares purchased by the Company under the Share Repurchase Program for cancellation dated June 29, 2021.
23. Adoption of a resolution on reduction in the Company's share capital in connection with redemption of the Company's own shares and a change in the number of shares in connection with the conversion of registered shares into bearer shares
24. Adoption the resolution on change of the Statute of Apator SA.
25. Adoption consolidated text of the Statute of Apator SA
26. Adoption of the resolution on the change of the Regulations of General Shareholders Meetings of Apator S.A.
27. Adoption resolution on the creation of a Programme for the repurchase of own shares for the purpose of their redemption and reduction of the share capital and the creation of a Fund for the redemption of shares for the purpose of financing the Programme for the repurchase of own shares
28. Closing of the Meeting

Based on Article 402 paragraph 2 the Management Board of Apator S.A. announces the proposed amendments to the Statute of Apator S.A:

1. Current wording § 7 of the Statute of Apator S.A:

The share capital of the Company amounts to 3,277,722.80 PLN (three million two hundred eighty thousand six hundred thirty two 80/100 zlotys) and is divided into 7,337,001 (seven million three hundred thirty seven thousand one) A series registered shares and 25,440,227 (twenty five million four hundred sixty nine thousand three hundred twenty seven) A, B and C series bearer shares with a nominal value of 0.10 PLN (ten groszy) each.

Proposed wording:

The Company's share capital totals PLN 3,264,707.30 (three million two hundred and sixty-four thousand seven hundred and seven zlotys 30/100) and is divided into 7,332,491 (seven million three hundred and thirty-two thousand four hundred and ninety-one) series A registered shares and 25,314,582 (twenty-five million three hundred and fourteen thousand five hundred and eighty-two) series A, B and C bearer shares with the nominal value of PLN 0.10 (ten groszy) each.



2. Current wording **§ 14 section 16 of the Statute of Apator SA:**

General Meetings are held in Toruń or in Ostaszewo in the municipality of Łysomice in the Kuyavian-Pomeranian province, in accordance with the Regulations of General Meetings. Amendments to the Regulations adopted by the General Meeting shall enter into force as of the next General Meeting.

Proposed wording:

General Meetings of Shareholders shall be held in Toruń or in Ostaszewo, Łysomice, Kujawsko-Pomorskie Province, or in any other place in Poland indicated by the Company in the notice convening the General Meeting, in accordance with the Rules of Procedure for General Meetings. Amendments to the Regulations adopted by the General Meeting shall enter into force as of the next General Meeting.

3. Current wording **§ 15 section 1 of the Statute of Apator SA:**

The Supervisory Board consists of 5 (five) to 7 (seven) members appointed by the General Shareholders Meeting for the period of 5 (five) years. Members of the Supervisory Board are appointed for the common tenure. Reduction of number of the members of The Supervisory Board during tenure to not less than 5 (five) members does not cause the necessity to complete the makeup of The Supervisory Board.

Proposed wording:

The Supervisory Board consists of 5 (five) to 7 (seven) members appointed by the General Shareholders Meeting for the period of 5 (five) years. Members of the Supervisory Board are appointed for the common tenure. The term of office shall be calculated in years from the date of election. The mandates of the Members of the Supervisory Board shall expire at the latest on the date of the General Meeting approving the financial statements for the last full financial year during which they fulfilled this function. Reduction of number of the members of The Supervisory Board during tenure to not less than 5 (five) members does not cause the necessity to complete the makeup of The Supervisory Board.

4. Current wording **§ 16 section 1 of the Statute of Apator SA:**

The Management Board consists of 1 (one) to 6 (six) members nominated for 3 (three) years by the Supervisory Board for the common tenure. The Supervisory Board first makes the



appointment of the President of Management Board and next based on its proposal other members of the Management Board.

Proposed wording:

The Management Board consists of 1 (one) to 6 (six) members nominated for 3 (three) years by the Supervisory Board for the common tenure. The term of office shall be calculated in years from the date of appointment. Mandates of the Management Board Members shall expire no later than on the date of the General Meeting approving the financial statements for the last full financial year of performing this function. The Supervisory Board first makes the appointment of the President of Management Board and next based on its proposal other members of the Management Board.

Pursuant to Article 402² of the C.C.C. the Company provides the information concerning the participation in the Ordinary General Meeting of Shareholders of Apator SA.

Date of registration of participation in the Ordinary General Meeting

Day of registration of participation in the Ordinary General Meeting in accordance with Article 406¹ § 1 of the Code of Commercial Companies falls on sixteen days before the date of the Ordinary General Meeting, i.e. on June 12, 2022 (hereinafter "Record Date"). The Registration day is uniform for holders of bearer shares and registered shares.

Right to participate in the Ordinary General Meeting of Shareholders

The Management Board of the Company announces that, pursuant to Article 406¹ of the Code of Commercial Partnerships and Companies, the right to participate in the Ordinary General Meeting of Shareholders is vested in those shareholders who, on the Record Date will have shares of the Company recorded in their securities account and not earlier than after this announcement of the convening of the Ordinary General Meeting of Shareholders and not later than on the first common date following the Record Date for participation in the General Meeting, i.e. until 13 June 2022 (inclusive) will apply to the entity maintaining their securities account for the issuance of a personal certificate of entitlement to participate in the Ordinary General Meeting of Shareholders. (inclusive) will apply to the entity maintaining the securities account with a request to issue a registered certificate of the right to participate in the Ordinary General Meeting. The certificate should meet the requirements set out in Article 406³ of the Commercial Companies Code.

In addition, the right to participate in the Ordinary General Meeting, pursuant to Article 406² 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 Ordinary 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 Annual General Meeting (hereinafter: List of Shareholders) will be displayed in the Office of the Company's Management 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 Ordinary General Meeting is held, i.e. on 23-27 June 2022.

A Shareholder may browse the List of Shareholders at the premises of the Company's Management 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 attach a registered deposit certificate as referred to in Art. 9 (1) of the Act on Trading in Financial Instruments or a registered certificate of the right to participate in the Ordinary General Meeting issued by the entity maintaining the securities account in 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 Ordinary General Meeting of Shareholders

A shareholder or shareholders representing at least one twentieth of the share capital are entitled to request that certain matters be placed on the agenda of the Ordinary General Meeting (Article 401 § 1 of the CCC). The request should be submitted to the Management Board of the



Company not later than **21 days** before the date of the Ordinary General Meeting, i.e. by 7 June 2022. 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 Voivodship or in electronic form sent to e-mail address: ri@apator.com.

To the notification referred to above, the shareholder(s) should attach the registered deposit certificate(s) referred to in Article 9(1) of the Act on Trading in Financial Instruments or registered certificate(s) of right to participate in the Ordinary General Meeting issued by the entity maintaining 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(s) representing at least one twentieth of the share capital may, before the date of the Ordinary General Shareholders Meeting, submit in writing to Apator S.A., Centrum at Ostashewo 57C, 87-148 Łysomice, Kujawsko-Pomorskie Province, or by e-mail to the address: ri@apator.com, draft resolutions concerning matters on the agenda of the Ordinary 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 attach the registered deposit certificate(s) referred to in Article 9(1) of the Act on Trading in Financial Instruments or registered certificate(s) of right to participate in the Ordinary General Meeting issued by the entity maintaining 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 Ordinary General Meeting of Shareholders

Pursuant to Art. 401 § 5 of the Polish Commercial Companies Code, each shareholder (or proxy) entitled to participate in the Ordinary General Meeting may, during the Ordinary General Meeting, submit draft resolutions on matters included in 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

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 participate in the Ordinary General Meeting and exercise their voting rights in person or by proxy.

The proxy shall exercise all rights of the shareholder at the Ordinary 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 Ordinary 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.

The forms of powers of attorney referred to in Article 402³ § 1 (5) of the Polish Commercial Companies Code, allowing for the exercise of voting rights by proxy, are available on the Company's website 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 Company's Management Board informs that the shareholder is obliged to send the notice of granting the power of attorney in electronic form to the following e-mail address: ri@apator.com (in PDF or JPG form). 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 being 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 authorization of the natural person(s) to represent the shareholder at the Ordinary 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 Ordinary General Meeting.

The member of the Management 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 management 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 Ordinary General Meeting of Shareholders

Shareholders will be admitted to participate in the Ordinary General Meeting upon presentation of an identity card, and proxies: - in the case of a power of attorney granted in writing - upon presentation of proof of identity and a valid power of attorney granted in writing, - in the case of a power of attorney granted in electronic form - upon presentation of proof of identity.

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 Ordinary 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 Ordinary General Meeting shall be attached by the Company to the book of minutes.

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

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 concerning the Ordinary General Meeting and the manner of making them available

The full text of the documentation to be presented at the Ordinary General Meeting, including draft resolutions of the Ordinary General Meeting, is available on the Company's website www.apator.com and has been made available to the public by procedures of a current report. All information concerning the Ordinary General Meeting will be available on the Company's website www.apator.com.

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

Each shareholder has the right to ask questions regarding the matters on the agenda of the Annual General Meeting.

Orderly information

Registration of shareholders will take place half an hour before the beginning of the Ordinary General Meeting, i.e. from 10.30 am.

Please remember to bring your ID card with you on the day of the Ordinary General Meeting in order to allow you to participate in 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 in the "Investor Relations" section. In order to gain access to the transmission of the General Meeting, one must have



equipment meeting the following technical requirements: - an Internet connection with a bandwidth of not less than 4 MBps, - a computer operating at a quality and performance acceptable to the user in an Internet environment having installed one of the Internet browsers in the most recent version possible: 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.

2. Personal data of shareholders / proxies will be processed pursuant to Art. 6 sec. 1 lit. c) RODO for purposes necessary to fulfil the Company's legal obligations, to fulfil obligations arising from provisions of EU 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 other obligations, including towards the NDS, the WSE or the PFSA; and on the basis of Art. 6(1)(f) RODO for purposes necessary for the Company's legitimate interests, e.g. vindication of potential rights, including claims by the Company or defence of its rights.

3. In the case of data processing for the purposes necessary to fulfill 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. Furthermore, personal data may also be published in a current report and forwarded to the Financial Supervision Authority if, pursuant to Article 70(3) of the Act on Public Offering,



Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, 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. In accordance with the RODO, shareholders/attorneys have: - the right to access their data and to receive a copy of their data, - the right to rectify (amend) their data, - the right to erasure, restriction or (in the case of processing based on Article 6(e) or (f) of the Rodo) the right to object to 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.