



Resolution no. 1/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on the election of the Chairman of the Ordinary General Meeting of Shareholders

Pursuant to art. 409 § 1 of the Commercial Companies Code and § 14 section 13 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Chairman of the Ordinary General Meeting,.....is elected.



Resolution No 2/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on the adoption of the agenda of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders of Apator SA adopts the following agenda:

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. Adopting 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 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. Adopting 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. Adopting the resolution on change of the Statute of Apator SA.
25. Adopting 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. Adopting 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

Justification to draft Resolutions Nos. 1/VI/2022, 2/VI/2022:

Draft resolutions concern procedural matters, i.e. election of the Chairman of the General Meeting and adoption of the agenda of the General Meeting.



Resolution No 3/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

regarding consideration and approval of the Report of the Management Board on Activity of Apator Elkomtech S.A. for the period since 1st January 2021 till 31st December 2021

Pursuant to art. 395 § 2 and § 5 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

After consideration the report of the Management Board on activity of Apator Elkomtech S.A. for the period since 1st January 2021 till 31st December 2021 is approved.

Justification to the draft resolution no. 3/VI/2022:

In accordance with Article 395 § 2 point 1 and Article 395 § 5 of the Code of Commercial Companies, the subject of the Ordinary General Meeting may be the examination and approval of the Management Board's report on the Company's activities. Apator S.A. took over Apator Elkomtech S.A. and as the legal successor it made the decision on assessment of the activity of the Management Board of Apator Elkomtech S.A. for 2021. Data included in the report of the Management Board on activity of Apator Elkomtech S.A. were evaluated by the Supervisory Board of Apator S.A.



Resolution No 4/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

regarding 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

Pursuant to art. 395 § 2 and § 5 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

After consideration 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 has been approved.

Justification to the draft resolution no. 4/VI/2022:

In accordance with art.395 § 2 point 1 and art. 395 § 5 of the Polish Commercial Companies Code, the subject of the agenda of the Ordinary General Shareholders Meeting should be examination and approval of the Report of the Management Board on Activity of Apator Group and Activity of Apator S.A. The data included in the Report of the Management Board on Activity of Apator Group including the Report of the Management Board on Activity of Apator S.A. were subject to the analysis of chartered auditor PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k. and the assessment of the Supervisory Board of Apator S.A.



Resolution No 5/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

regarding consideration and approval of financial statement of Apator S.A. for financial year 2021

Pursuant to art. 395 § 2 and § 5 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

After consideration the financial statement of Apator S.A. for the financial year 2021 is approved, including:

1. the statement of financial position prepared as at 31 December 2021, with total assets and total liabilities and equity of PLN 540654 thousand,
2. the statement of comprehensive income prepared for the period from 1 January 2021 to 31 December 2021, showing sales revenues in the amount of 282,486 thousand PLN, total comprehensive income in the amount of 19,227 thousand PLN and net profit in the amount of 18,436 thousand PLN,
3. the cash flow statement for the period from 1 January 2021 to 31 December 2021 showing a decrease in net cash by PLN 2,081 thousand,
4. statement of changes in equity showing a decrease in equity in the period from 1 January 2021 to 31 December 2021 by PLN 6,166 thousand,
5. additional information to the separate financial statements containing a description of significant accounting principles and other explanatory information.



Resolution No 6/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

regarding consideration and approval of financial statement of Apator Elkomtech S.A. for financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

After consideration the financial statement of Apator Elkomtech S.A. for fiscal year 2021 including:

1. the statement of financial position prepared as at 31 December 2021, with total assets and total liabilities and equity of PLN 72.283 thousand,
2. the statement of comprehensive income prepared for the period from 1 January 2021 to 31 December 2021, showing sales revenues in the amount of PLN 62,075 thousand, total comprehensive income in the amount of PLN 4,654 thousand and net profit in the amount of PLN 4,591 thousand,
3. the cash flow statement for the period from 1 January 2021 to 31 December 2021 showing a decrease in net cash by the amount of PLN thousand 1.046
4. the statement of changes in equity showing an increase in equity in the period from 1 January 2021 to 31 December 2021 by PLN 1,654 thousand,
5. additional information to the separate financial statements containing a description of significant accounting principles and other explanatory information.



Resolution No 7/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

regarding consideration and approval of consolidated financial statement of Apator Group for financial year 2021

Pursuant to art. 395 § 2 and § 5 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

After consideration the consolidated financial statement of Apator Group for fiscal year 2021 including:

1. consolidated statement of financial position prepared as at 31 December 2021, showing total assets and liabilities of PLN 999,260 thousand,
2. consolidated statement of comprehensive income prepared for the period from January 1, 2021 to December 31, 2021, showing sales revenues of PLN 940,083 thousand, total comprehensive income of PLN 69,209 thousand and net profit of PLN 63,336 thousand,
3. consolidated statement of cash flows, showing a net increase in cash of PLN 7,581 thousand for the period from 1 January 2021 to 31 December 2021,
4. the statement of changes in consolidated equity showing an increase in equity in the period from 1 January 2021 to 31 December 2021 by PLN 33,701 thousand,
5. additional information to the consolidated financial statements containing a description of significant accounting principles and other explanatory information.



Justification to draft resolutions no. 5/VI/2022, no. 6/VI/2022, no. 7/VI/2022:

In accordance with art. 395 § 2 point 1 and art. 395 § 5 of the Polish Commercial Companies Code, the subject of the agenda of Ordinary General Shareholders Meeting should be examination and approval of financial statement of Apator S.A. and financial statement of Apator Group for the last financial year and it can be examination and approval of financial statement of Apator Elkomtech S.A. - the company taken over for which Apator S.A. is the acquirer and legal successor. The need to approve these documents by the General Meeting also results from Article 53 par. 1 and Article 63c par. 4 of the Accounting Act of 29 September 1994.

Data included in financial statements of Apator S.A., Apator Elkomtech S.A. and Apator Group were subject to the analysis of statutory auditor PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k. and the assessment of Supervisory Board of Apator S.A.



Resolution No 8/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on granting the vote of acceptance to the President of the Management Board of Apator SA for the discharge of his duties Mirosław Klepacki from the performance of his duties in the financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of Mirosław Klepacki on the performance of his duties as the President of the Management Board of Apator S.A. in the financial year 2021.



Resolution No 9/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on granting the vote of approval to the member of the Management Board of Apator S.A. and then the President of the Management Board of Apator S.A. Arkadiusz Chmielewski on performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

The vote of approval is granted to Arkadiusz Chmielewski for the performance of his duties of the Member of the Management Board of Apator S.A. and then the President of the Management Board in the financial year 2021.



Resolution no. 10/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the performance of the Member of the Management Board of Apator SA. to Tadeusz Łątka for performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Member of the Management Board of Apator SA by Tomasz Łątka in the financial year 2021.



Resolution no. 11/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on granting the vote of approval to the President of Management Board of Apator Elkomtech S.A. Tomasz Łątka due to performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

The vote of approval is granted to Tomasz Łątka for the performance of his duties of the President of the Management Board of Apator Elkomtech S.A. in financial year 2021.

Justification for draft resolutions 8/VI/2022, 9/VI/2022, 10/VI/2022 and 11/VI/2022:

Pursuant to Art. 395.2.3 of the Polish Commercial Companies Code. Acknowledging the fulfilment of duties by members of the Company's governing bodies, including members of the Management Board, requires a resolution of the Ordinary General Meeting of Shareholders. As regards the vote of approval granted to the President of Management Board of Apator Elkomtech S.A., Apator S.A. is the taking over company of Apator Elkomtech S.A. and as the legal successor it decided to approve the activity of the Management Board of Apator Elkomtech S.A. in 2021.



Resolution no. 12/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on consideration and approval of the report of the Supervisory Board of Apator S.A. for the period from 1st January 2021 to 31st December 2021

Pursuant to § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution

After consideration the report of the Supervisory Board of Apator S.A. for the period from 1st January 2021 to 31st December 2021 is approved.

Justification to the draft resolution no. 12/VI/2022:

Pursuant to § 14 par. 14 of the Statute of Apator SA, consideration and approval of the report on the activity of the Supervisory Board requires a resolution of the General Shareholders Meeting.



Resolution no. 13/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on the opinion of the report of the Supervisory Board of Apator S.A. on remuneration of the members of the Management Board and the Supervisory Board of Apator S.A. in 2021

Based on § 14 par. 14 of the Statute of Apator S.A. and art. 90g par. 6 of the Act dated 29th July 2005 on public offer and conditions of introduction of financial instruments to organized trading system and public companies, the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The General Meeting, having considered it, gives a favourable opinion on the report of the Supervisory Board

Apator S.A. on remuneration of the members of Management Board and Supervisory Board of Apator S.A. for 2021.

Justification to the draft resolution no. 13/VI/2022:

Pursuant to Article 395 §21 of the Commercial Companies Code, in companies referred to in Article 90c(1) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the agenda of the Ordinary General Meeting should also include the adoption of a resolution giving an opinion on the Supervisory Board's Report on remuneration of the Members of the Management Board and Supervisory Board referred to in Article 90g(6) of that Act.

The remuneration report was reviewed by the auditor PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp.k., in accordance with Article 90g(10) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.



Resolution no. 14/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the vote of approval of the Chairman of the Supervisory Board of Apator S.A. Janusz Niedźwiecki for performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Chairman of the Supervisory Board of Apator SA by Janusz Niedźwiecki in the financial year 2021.



Resolution no. 15/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on granting the vote of acceptance to Deputy Chairman of the Supervisory Board of Apator S.A. Mariusz Lewicki for performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of Mariusz Lewicki on the performance of his duties as the Deputy Chairman of the Supervisory Board of Apator SA in the financial year 2021.



Resolution no. 16/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the fulfillment of duties of the Member of the Supervisory Board of Apator S.A. to Danuta Guzowska on performance of her duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of Danuta Guzowska on the performance of duties of the Member of the Supervisory Board of Apator SA in the financial year 2021.



Resolution No 17/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the fulfillment of duties of the Member of the Supervisory Board of Apator S.A. Janusz Marzygliński for performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Member of the Supervisory Board of Apator SA by Janusz Marzygliński in the financial year 2021.



Resolution No 18/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the fulfillment of duties of the Member of the Supervisory Board of Apator S.A. Marcin Murawski on performance of his duties in financial year 2021

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Member of the Supervisory Board of Apator SA by Marcin Murawski in the financial year 2021.



Resolution No 19/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on granting the vote of acceptance to the Member of the Supervisory Board of Apator SA for the discharge of his duties Kazimierz Piotrowski on the performance of his duties in the financial year 2021.

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2021 by Kazimierz Piotrowski.



Resolution No 20/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on granting the vote of approval to the member of the Supervisory Board of Apator S.A. Tadeusz Sosgórnik for the performance of his duties in the financial year 2021.

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Provides for the approval of the performance of duties of the Member of the Supervisory Board of Apator SA by Tadeusz Sosgórnik in the financial year 2021.

Justification for draft resolutions 14/VI/2022, 15/VI/2022, 16/VI/2022, 17/VI/2022, 18/VI/2022, 19/VI/2022 and 20/VI/2022:

Pursuant to Art. 395.2.3 of the Polish Commercial Companies Code acknowledging the fulfilment of duties by Members of the Company's bodies, including Members of the Supervisory Board, requires a resolution of the Ordinary General Meeting of Shareholders.



Resolution No 21/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on granting the vote of approval to the Chairman of Supervisory Board of Apator Elkomtech S.A. Mirosław Klepacki on performance of his duties in financial year 2021.

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Discharge of duties of the member of Supervisory Board of Apator Elkomtech S.A. in financial year 2021 is granted to Mirosław Klepacki.



Resolution No 22/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the fulfillment of duties by the member of Supervisory Board of Apator Elkomtech S.A. Mariusz Lewicki on performance of his duties in financial year 2021.

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

Discharge of duties of the Member of the Supervisory Board of Apator Elkomtech S.A. in financial year 2021 is granted to Mr Mariusz Lewicki.



Resolution No 23/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on acknowledgement of the fulfillment of duties by the member of Supervisory Board of Apator Elkomtech S.A. Tadeusz Sosgórnik for the performance of his duties in the financial year 2021.

Pursuant to art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution:

The vote of approval is granted to Tadeusz Sosgórnik for the performance of his duties of the Member of the Supervisory Board of Apator Elkomtech S.A. in the financial year 2021.

Justification to draft Resolutions No. 21/VI/2022, 22/VI/2022 i 23/VI/2022:

Pursuant to Art. 395.2.3 of the Polish Commercial Companies Code acknowledging the fulfilment of duties by Members of the Company's bodies, including Members of the Supervisory Board, requires a resolution of the Ordinary General Meeting of Shareholders. Apator S.A. is the taking over company in relation to Apator Elkomtech S.A. Therefore, Apator S.A. took the decision to grant the vote of approval to the members of the Supervisory Board of Apator Elkomtech S.A. for the performance of their duties in 2021.



Resolution No 24/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

concerning the distribution of profit for the financial year 2021, determination of the date on which the right to dividend is vested and the date of dividend payment

Pursuant to art. 348, art. 395 § 2 of the Commercial Companies Code and § 14 section 14 of the Statute of Apator SA The Ordinary General Meeting of Shareholders of Apator SA adopts the following resolution

1. Based on the motion of the Management Board and the opinion of the Supervisory Board, the net profit for the financial year 2021 in the amount of PLN 18,436,136.32 shall be distributed in the following manner:
 - dividend PLN 16 352 623.00 i.e. PLN 0.50 per share (130,155 own shares purchased by the Company for redemption are not taken into account),
 - supplementary capital PLN 2 083 513.32.
2. For the expected dividend from the profit for the financial year 2021 an advance payment was paid in the total amount of 9,823,208.40 PLN, i.e. 0.30 PLN per share.
3. 32,744,028 registered shares of series A and bearer shares of series A, B and C were entitled to receive advance payments towards the expected dividend.
4. The payment of the advance payment of the expected dividend for the financial year 2021 was made pursuant to Article 349 § 1 of the Commercial Companies Code and § 12.7 of the Statute, on the basis of the Management Board's Resolution No. 48/2021 of 24 November 2021 and the Supervisory Board's Resolution No. 46/2021 of 24 November 2021.
5. The right to payment of advance payment towards expected dividend for financial year 2021 has obtained the shareholders holding the shares of Apator S.A. on 17th January 2022.
6. The advance payment of the anticipated dividend for fiscal year 2021 was made on January 24, 2022.
7. 32,647,073 registered shares of A series and bearer shares of A, B and C series are entitled to the payment of the remaining part of the dividend.



8. The right to payment of the remained part of dividend in amount of 6.529.414,60 PLN will obtain the shareholders holding the shares of Apator S.A. on 6th July 2022.
9. The payment of the remaining part of the dividend of PLN 0.20 per share will be made on 31 August 2022.

Justification to the draft resolution no. 24/VI/2022:

Pursuant to Art. 395.2.2 of the Polish Commercial Companies Code, the subject of the Ordinary General Meeting should be the adoption of a resolution on the distribution of profit or coverage of loss.

The Management Board of Apator SA, executing the dividend policy, decided to recommend the payment of dividend from the profit in 2021 in the amount of 16.352.623,00 PLN, that is PLN 0.50 gross per share. The financial statement of Apator S.A. for the financial year 2021 shows the net profit earned in the amount of 18.436.136,32 PLN.

Pursuant to Art. 348 § 4 and 5 of the Polish Companies Act, a resolution on the distribution of profit should specify - the day on which the number of shareholders entitled to a dividend for a given financial year is established (dividend day) and the date of payment of the dividend. Taking into account the above, the Company's Management Board proposes that the dividend date be set for July 6, 2022 and the dividend payment date for August 31, 2022.



Resolution No 25/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

regarding the allocation of the profit of the acquired company Apator Elkomtech S.A. for financial year 2021

Based on art 347 § 1 a contrario of Commercial Companies Code and § 14 para 14 of the Statute of Apator S.A. The Ordinary General Shareholders Meeting adopts the following resolution:

§ 1.

It is established that the profit of the acquired company Apator Elkomtech S.A. for financial year 2021 in amount of 4.590.680,67 PLN (four million five hundred ninety thousand six hundred eighty zloty 67/100) is destined to supplementary capital of Apator S.A.

Justification for Resolution No 25/VI/2022

It is up to the General Meeting of Shareholders to pass a resolution on the appropriation of profit for a given financial year. Therefore, General Shareholders Meeting of Apator S.A. as the body of acquiring company in relation to Apator Elkomtech S.A. will adopt the resolution on this subject.



Resolution No 26/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on closing the Programme of buy-back of own shares for their redemption and reduction of share capital

Pursuant to Art. 395.5 of the Polish Commercial Companies Code. and § 11 section 2 of the Statute of Apator S.A. The Ordinary General Shareholders Meeting adopts the following resolution:

1. The Share Repurchase Program for the purpose of redemption and reduction of share capital and creation of a Share Redemption Fund to finance the Share Repurchase Program adopted pursuant to Resolution No. 23/VI/2021 of the Annual General Meeting of June 29, 2021 is closed.
2. Under the Programme for buy back of own shares for their redemption and reduction of share capital dated 29th June 2021. The Company in the period since 10th August 2021 till 31st May 2022 acquired 130 155 bearer shares of Apator S.A. of A, B, C series marked with code PLAPATR00018.
3. The shares were purchased on the main market of the Warsaw Stock Exchange.
4. The repurchase of shares took place in accordance with the requirements set forth in § 3 of the Share Repurchase Program for the purpose of redemption and reduction of share capital dated June 29, 2021.
5. The total nominal value of the purchased shares amounts to PLN 13,015.50 (thirteen thousand fifteen zlotys 50/100).
6. The acquired shares constitute 0.3971% of the share capital of Apator SA and 0.2376% of the total number of votes.
7. The total cost of acquisition under the share buy-back program for cancellation and share capital reduction as of 29 June 2021 130,155 own shares amounts to PLN 2,399,792.42 (two million three hundred ninety nine thousand seven hundred ninety two 42/200) including:
 - total own share purchase price - PLN 2 395 480.51 (two million three hundred ninety five thousand four hundred eighty 51/200)
 - commission of PLN 4,311.91 (four thousand three hundred and eleven zlotys 91/100).
8. The average purchase price per share under the share buy-back program for cancellation and share capital reduction as of 29 June 2021 was PLN 18.40 (eighteen zlotys 40/100).



9. The funds for the purchase of treasury shares came from the Share Redemption Fund to finance the Share Repurchase Program established by Resolution No. 23/VI/2021 of the Annual General Meeting of June 29, 2021.
10. The Share Redemption Fund designated to finance the Equity Shares Redemption Programme, created by way of resolution no. 23/VI/2021 of the Ordinary General Meeting of June 29, 2021, shall be cancelled, and the funds remaining in the Fund in the amount of PLN 7,600,207.58 (seven million six hundred thousand two hundred and seven zloty 58/100) shall be transferred to the Company's reserve capital.



Resolution No 27/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on redemption of shares purchased by the Company under the Share Buy-Back Program for the purpose of redemption, dated June 29, 2021.

1. Based on art. 359 § 1 and § 2 of the Polish Commercial Companies Code and § 11 of the Statute of Apator S.A. The Ordinary General Shareholders Meeting redeems 130 155 (one hundred thirty one hundred fifty five) bearer shares of Apator S.A. of A, B, C series marked with code PLAPATR00018 of nominal value of 0.10 PLN each. Treasury shares were purchased by the Company on the main market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) in the period from 10 August 2021 to 31 May 2022 for the purpose of redemption, as part of the Share Buyback Programme for redemption of 29 June 2022. conducted on the basis of authorization granted by Resolution No. 23/VI/2021 of the Ordinary General Meeting of June 29, 2021 on a share buyback program for redemption and share capital decrease and creation of a Share Redemption Fund intended for financing of the Share Buyback Program.
2. The shareholders who sold their shares in Apator S.A. were paid the remuneration in total amount of 2.395.480,51 PLN (two million three hundred ninety five thousand four hundred eighty 51/200 PLN) from the Fund for redemption of shares to be used for financing of the Programme for redemption of own shares established by the Resolution No. 23/VI/2021 of the Ordinary General Shareholders Meeting dated 29th June 2021.
3. The justification for decrease of the share capital by redemption of part of shares of Apator S.A. to bearer of series A, B, C is increase of the market value of the remaining shares of the Company.
4. Redemption of shares will occur at the time of registration by the District Court in Toruń VII Commercial Department of the National Court Register decrease of the Company share capital by the amount of 13 015,50 zł (thirteen thousand fifteen zlotys 50/100) after carrying out proceedings referred to in Article 456 §1 of the Commercial Companies Code.



Resolution No 28/VI/2022

Ordinary General Meeting of Shareholders

Apator Spółka Akcyjna of 28 June 2022

on lowering the Company's share capital in connection with redemption of the Company's own shares and amending §7 of the Company's Charter resulting from redemption of own shares and conversion of registered shares into bearer shares

1. Due to the adoption by Ordinary General Shareholders Meeting of Apator S.A. Resolution no 27/VI/2022 based on art 360 § 1 and § 2, art 430 § 1, art 455 § 1 and 2 of the Polish Commercial Companies Code and § 12 of the Statute of Apator S.A. The Ordinary General Shareholders Meeting resolves as follows:

The share capital of Apator S.A. is reduced from the amount of 3,277,722.80 PLN (three million two hundred seventy seven thousand seven hundred twenty two 80/100 PLN) to the amount of 3,264,707.30 PLN (three million two hundred sixty four thousand seven hundred seven 30/100 PLN), that is by the amount of 13,015.50 PLN (thirteen thousand fifteen 50/100 PLN).

2. The share capital of the Company is reduced by redemption of 130.155 (one hundred thirty one hundred fifty five) bearer shares of Apator S.A. of A, B, C series marked with code PLAPATR00018 of nominal value of 0.10 PLN each, it gives in total 0.3971% of share capital of the Company. These shares were purchased by the Company on the main market of the Warsaw Stock Exchange S.A. during the period from 10 August 2021 to 31 May 2022 for the purpose of redemption, under the Share Buyback Programme for redemption of 29 June 2021. carried out pursuant to authorization granted by Resolution No. 23/VI/2021 of the Ordinary General Meeting of June 29, 2021 on a share buy-back program for the purpose of redemption and share capital decrease and creation of a Share Redemption Fund intended for financing of the share buy-back program. The Management Board of the Company shall report to the District Court in Toruń, VII Commercial Division of the National Court Register, the reduction of the share capital, following the proceedings specified in Article 456 § 1 of the Commercial Companies Code.
3. In order to decrease the share capital through redemption of part of shares of Apator S.A. to bearer of series A, B, C is to increase the market value of the remaining shares of the Company.



4. In view of:

- a) reduction of share capital of the Company by the amount of 13.015,50 PLN (thirteen thousand fifteen zlotys 50/100) by redemption of 130.155 (one hundred thirty thousand one hundred fifty five) bearer shares of Apator S.A. of A, B, C series of nominal value of 0.10 PLN (ten groszy),
- b) conversion of 4,510 registered shares into bearer shares at the request of a shareholder of the company, which was carried out on 31 January 2022 and as a result of which the number of registered and bearer shares changed,

the existing § 7 of the Articles of Association shall have the following 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 groszys) each.

Justification to the draft resolution no. 26/VI/2022, 27/VI/2022, 28/VI/2022:

In accordance with the resolution no 23/VI/2021 dated 29th June 2021 General Shareholders Meeting of Apator S.A. adopted the programme of buyout of own shares for redemption and reduction of share capital.

Due to the expiration of the period for which the program was enacted (August 10, 2021 - May 31, 2022) The General Meeting of the Company should close the program and adopt resolutions on the redemption of the purchased own shares, reduction of the initial capital and amendments to the Statute.

In addition, at the shareholder's request, 4,510 registered shares were converted into bearer shares, which was carried out on 31 January 2022 and as a result of which the number of registered and bearer shares changed.

As a result of the reduction of the share capital and a change in the number of shares, it is necessary to amend § 7 of the Statute.



Resolution No 29/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on the change of the Statute of Apator Spółka Akcyjna

Pursuant to Article 430 § 1 of the Code of Commercial Companies and § 14 section 4 of the Statute of Apator S.A the following is adopted:

1. The current wording of § 7 of the Statute of Apator S.A. is changed:

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.

To the following:

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 groszys) each.

2. The current wording of § 14 par. 16 of the Statute of Apator S.A. is changed:

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.

To the following:



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. The current wording of § 15 par. 1 of the Statute of Apator S.A. is changed:

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.

on the following:

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. The current wording of § 16 par. 1 of the Statute of Apator S.A. is changed:

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.

on the following:

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.

Justification to Resolution no. 29/VI/2022:

Pursuant to art. 430 § 1 of the Polish Commercial Companies Code and § 14 par. 4 of the Statute of Apator SA the change of the Statute of the Company requires the resolution to be adopted by General Shareholders Meeting.

The amendment to § 7 of the Articles of Association is due to the fact that by Resolution No. 27/VI/2022 dated June 28, 2022, the shares purchased by the Company under the Share Repurchase Program for cancellation were cancelled. Consequently, the share capital of the Company was reduced by Resolution No. 28/VI/2022 dated June 28, 2022. A change in the amount of the Company's share capital should be reflected in the Company's Articles of Association. In addition, on 31.01.2022 the conversion of shares from registered to bearer was made and therefore there was a need to change the number of registered and bearer shares in accordance with the actual state of affairs.

The amendment to §14.16 of the Articles of Association is based on practical needs. In connection with the organization of the General Meeting of Shareholders and the desire to provide the best possible conditions for the meeting, organizers often face the problem of reserving a suitable room. For these reasons, there is a need to enable the Company to find an optimal location for the meeting, which after the introduction of the proposed change could also be in the vicinity of Toruń.

The amendment to § 15 section 1 and § 16 section 1 of the Articles of Association results from the need to specify the provisions concerning the method of calculating the term of office of Members of the Supervisory Board and Management Board.



Resolution No 30/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on the adoption of the uniform text of the Statute of the Company Apator S.A.

The Ordinary General Meeting adopts the following resolution:

- a) The consolidated text of the Company's Statute, constituting an appendix to this resolution, shall be adopted.
- b) The Resolution shall come into force on the day of registration of the Resolution No. 29/VI/2022 on amendment to the Company's Articles of Association by the District Court in Toruń, VII Commercial Division of the National Court Register.

Appendix to Resolution no. 30/VI/2022

CONSOLIDATED TEXT OF THE STATUTE OF APATOR SA

I. General provisions

§ 1

The business name of the Company shall be: Apator Spółka Akcyjna. The Company may use the abbreviation of Apator S.A. and use the distinguishing mark.

§ 2

The Company's registered office is in the city of Toruń.

§ 3

The company shall operate in the Republic of Poland and abroad.

§ 4

The Company may establish and operate branches, subsidiaries, establishments, offices and other establishments in Poland and abroad.

§ 5

The Company's duration is unlimited.

§ 6



1. The aim of the Company is to perform the activity aimed at performance of the strategy of Apator Group defining the interest of Apator Group.
2. By the capital group Apator is to be understood the Company, its legal successors and subsidiaries of Apator SA. (in the understanding of the Accounting Act).
3. The interests of the Company shall be defined by its objective as defined in paragraph 1 above.
4. The main object of the Company's business activity is:
 - Manufacture of instruments and appliances for measuring, testing and navigation, PKD 26.51.Z,
5. The remaining objects of the Company shall be:
 - Manufacture of electricity distribution and control apparatus, PKD 27.12.Z,
 - Manufacture of other plastic products, PKD 22.29.Z,
 - Manufacture of other technical ceramic products, PKD 23.44.Z,
 - Manufacture of metal structures and their parts, PKD 25.11.Z,
 - Mechanical processing of metal elements, PKD 25.62.Z,
 - Manufacture of electronic printed circuits, PKD 26.12.Z,
 - Manufacture of computers and peripheral equipment, PKD 26.20.Z,
 - Manufacture of telecommunications equipment, PKD 26.30.Z,
 - Manufacture of consumer electronics, PKD 26.40.Z,
 - Manufacture of watches and clocks, PKD 26.52.Z,
 - Manufacture of installation equipment, PKD 27.33.Z,
 - Manufacture of other electrical equipment, PKD 27.90.Z,
 - Manufacture of office machinery and equipment, except computers and peripheral equipment, PKD 28.23.Z,
 - Repair and maintenance of machinery, PKD 33.12.Z,
 - Repair and maintenance of electronic and optical devices, PKD 33.13.Z,
 - Repair and maintenance of electrical equipment, PKD 33.14.Z,
 - Installation of industrial machinery, equipment and equipment, PKD 33.20.Z,
 - Production of electricity, PKD 35.11.Z,
 - Transmission of electricity, PKD 35.12.Z,



- Distribution of electricity, PKD 35.13.Z,
- Electricity trading, PKD 35.14.Z,
- Disassembly of used goods, PKD 38.31.Z,
- Recovery of raw materials from segregated materials, PKD 38.32.Z,
- Execution of electrical installations, PKD 43.21.Z,
- Wholesale of computers, peripherals and software, PKD 46.51.Z,
- Wholesale of electronic and telecommunications equipment and parts thereof, PKD 46.52.Z,
- Wholesale of other semi-finished products, PKD 46.76.Z,
- Wholesale of wastes and scrap, PKD 46.77.Z,
- Wholesale of basic products, PKD 46.90.Z,
- Retail sale of computers, peripherals and software in special shops, PKD 47.41.Z,
- Retail sale of telecommunication equipment in special shops, PKD 47.42.Z,
- Others in land passenger transport not classified, PKD 49.39.Z,.
- In road transport of goods, PKD 49.41.Z
- Storage other goods, PKD 52.10.B
- Service supporting land transport, PKD 52.21.Z,
- Management of camping sites and short-stay accommodation, PKD 55.20. Z,
- Other gastronomic service, PKD 56.29.Z,
- Other software processing, PKD 58.29.Z,
- Wire telecommunication activity, PKD 61.10.Z,
- Wire telecommunication activity excluding satellite communication, PKD 61.20.Z,
- Satellite communication activity, PKD 61.30.Z,
- Other telecommunication activity, PKD 61.90.Z,
- Software management, PKD 62.01.Z,
- Information technology consulting, PKD 62.02.Z,
- Information technology equipment management, PKD 62.03.Z,
- Other information technology , PKD 62.09.Z



- Data processing, hosting and similar activity, PKD 63.11.Z,
 - Website management, PKD 63.12.Z,
 - Other information technology services not classified, PKD 63.99.Z,
 - Sale and purchase of property at own account, PKD 68.10.Z,
 - Renting or management of own or rented real estate, PKD 68.20.Z,
 - Book and accounting activity; tax advising, PKD 69.20Z,
 - Other advising regarding business activity and management, PKD 70.22.Z,
 - Engineering activity and related to it technical advising, PKD 71.12Z,
 - Other technical research and analysis, PKD 71.20.B,
 - Research and experimental development on natural sciences and engineering, PKD 72.19.Z,
 - Advertising agency activity, PKD 73.11.Z,
 - Market and public opinion research, PKD 73.20.Z,
 - Special design activity, PKD 74.10.Z,
 - Other professional, scientific and technical activities not classified, PKD 74.90Z,
 - Lease and renting of office machines and equipment including computers, PKD 77.33.Z,
 - Lease and renting of other office machines and equipment and property not classified, PKD 77.39.Z,
 - Renting of intellectual property, PKD 77.40.Z,
 - Other activity regarding of employees availability, PKD 78.30.Z,
 - Call centres operation, PKD 82.20.Z,
 - Activity regarding the arrangement of fairs, exhibitions and congresses, PKD 82.30.Z,
 - Other not school activities not classified, PKD 85.59.B,
 - Repair and maintenance of computers and peripherals, PKD 95.11.Z,
 - Repair and maintenance of telecommunication equipment, PKD 95.12.Z,
 - Repair and maintenance of electronic equipment of general use, PKD 95.21.Z.
 - Activity of head offices and holdings excluding financial holdings, PKD 70.10.Z.
6. If taking to run business or running business within the scope of established above frame of activity of the Company requires an appropriate permission or concession for the commencement or



running such a business to be obtained, it is allowed to be run after the receipt of such a permission or concession.

II. Capital of the Company, shareholders and shares

§ 7

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.

§ 8

1. The conversion of A Series Registered Shares into A Series Bearer Shares is made based on application of the shareholders in January every year. If a total of more than 100,000 (one hundred thousand) registered shares are submitted for conversion during the year, the Company's Board of Directors is required to set an additional conversion date within 90 days.
2. The conversion of bearer shares into registered shares is not allowed.

§ 9

Each share has got 1 (one) voting right except A Series Registered Shares where each share has got 4 (four) voting rights. The conversion of registered shares into bearer shares causes the loss of their privilege during voting.

§ 10

1. A Series Registered Shares can be sold by shareholders and their legal successors only to shareholders possessing A Series Registered Shares. Selling A Series Registered Shares to other persons than shareholders possessing A Series Registered Shares requires the consent of the Management Board.
2. The shareholders who are going to sell their A Series Registered Shares to other persons than shareholders possessing A Series Registered Shares should submit an application in writing to the Management Board with the request for the permission for that legal action.
3. The Management Board will consider the application with the request for permission to sell A Series Registered Shares and take a decision to permit or not permit within 60 days from the date of submission of the application guiding by the interest of the Company.
4. If the Management Board does not consent to transfer the shares it should within 60 days:
 - appoint another purchaser,



- define the price in accordance with the price of the bearer share on the date of submission of the application.

The date of payment of defined price is 7 days from the date of the decision taken by Management Board.

5. If the Management Board does not take a position within 60 days from the date of the written request for approval of the disposal of shares, the disposal of shares is not subject to any restrictions.

§ 11

1. Registered shares and bearer shares are allowed to be redeemed with consent of the shareholder to acquire them by the Company.
2. Acquisition of shares by the Company in order to their redemption requires separate resolutions of the General Shareholders Meeting.
3. Acquisition of own shares of the Company should be made in such a manner to avoid to give any privilege to any shareholders group.

III. Capital and funds

§ 12

1. The Company makes capitals and funds:
 - share capital,
 - reserve capital.
2. Based on the resolution of the General Shareholders Meeting other funds are allowed to be made and used in accordance with obligatory regulations.
3. Share capital is to reimburse fixed assets, intangibles and legal assets and current assets and it also serves to finance the shares of home and foreign companies.
4. Share capital can be raised or reduced based on resolution of the General Shareholders Meeting. Share capital can be raised from reserved capital or other funds made on profit.
5. Reserved capital is made of annual profit write offs in the amount at least 8% (eight percent) in order to reimburse the losses indicated in financial report for the financial year. Write offs are made until reserve capital does not reach 1/3 (one third) of share capital. Renewal of the write off on the profit to reserve capital is allowed when this capital has been partly used.
6. The profit of the Company in the last financial year is allocated to feed capitals and funds of the Company and dividends in the amount decided by the General Shareholders Meeting and for other



purposes specified in resolutions of the General Shareholders Meeting. The General Shareholders Meeting is allowed to make the decision concerning contingent payment only in case when possible meeting of conditions are fulfilled before the day of the establishment of the right to dividend.

7. The Management Board is authorized to make advance payment the shareholders towards expected dividend on the rules defined in the Polish Commercial Companies Code.

IV. The Management of the Company

§ 13

The management of the Company consists of:

- the General Meeting,
- the Supervisory Board,
- the Management Board.

§ 14

The General Meeting

1. There are ordinary and extraordinary General Meetings. An Ordinary General Meeting of Shareholders shall be convened annually, at the latest by the end of June.
2. The General Shareholders Meeting is called by the announcement in the manner specified in the Polish Commercial Companies Code prior the date at least 26 (twenty six) days of the General Shareholders Meeting to be held.
3. The General Shareholders Meeting is called by the Management Board. The Supervisory Board may convene an Ordinary General Meeting of Shareholders if the Management Board fails to convene it within the time limit specified in the Articles of Association, and an Extraordinary General Meeting of Shareholders if it considers it advisable to do so. Shareholders representing at least half of the share capital or at least half of the total number of votes in the Company may convene an Extraordinary General Meeting of Shareholders appointing the Chairperson of the Meeting.
4. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that an Extraordinary General Meeting be convened and that certain matters be placed on the agenda of this Meeting. The request to convene the Extraordinary General Meeting should be submitted to the Management Board in writing or in the electronic form.
5. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that certain matters be placed on the agenda of the next General Meeting. The request should be submitted to the Management Board not later than 21 (twenty-one) days before the scheduled date of the Meeting. The Management Board shall immediately, but no later than 18 (eighteen) days prior to the scheduled date of the General Meeting, announce changes to the agenda introduced at the request of shareholders. The announcement shall be made in the manner appropriate for convening the General Meeting.



6. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or by electronic means, draft resolutions concerning the matters included in the agenda of the General Meeting or matters which are to be included in the agenda. The Company shall immediately publish draft resolutions on its website. Each shareholder may propose draft resolutions concerning the matters introduced in the agenda during the General Meeting.
7. The request to convene the General Meeting and place certain issues on its agenda, submitted by authorized entities, should include a justification and draft resolutions.
8. A resolution not to consider an issue placed on the agenda may be adopted only if there are significant reasons for adopting such a resolution. A request to that effect should be justified.
9. Only persons who are shareholders of the Company 16 (sixteen) days before the date of the General Meeting have the right to participate in the General Meeting.
10. Before each General Meeting, a list of shareholders entitled to participate in the General Meeting is prepared. The list signed by the Management Board shall be displayed at the premises of the Company's Management Board for 3 (three) weekdays prior to the General Meeting. At the General Meeting, a list of present participants should be drawn up, specifying the number of shares represented by each of them and the number of votes to which they are entitled, signed by the Chairman of the Meeting.
11. A shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy. The power of attorney should be granted in writing or in electronic form.
12. The General Meeting is capable of adopting binding resolutions regardless of the number of shares represented at the General Meeting, unless the provisions of the Commercial Companies Code provide otherwise.
13. The General Meeting shall be chaired by one of the persons elected each time and entitled to participate in the Meeting. The election of the Chairman of the Meeting shall take place before any actions are commenced. Until the election of the Chairman of the Meeting, the Chairman of the Supervisory Board or, in case of his absence, the Vice-Chairman or another Member of the Board shall preside over the Meeting.
14. Resolutions are adopted by an absolute majority of votes, unless the provisions of this Statute or the Commercial Companies Code provide otherwise.

The exclusive competence of the General Meeting shall include:

- examination and approval of the Management Board's reports on the Company's activity and on the activity of the capital group for the previous financial year,
- consideration and approval of individual financial statements and consolidated financial statements for the previous financial year,
- consideration and approval of reports on the activities of the Supervisory Board,



- making all decisions concerning claims for compensation for damage caused during the establishment of the Company or during the exercise of management or supervision,
 - adoption of resolutions on the distribution of profit or coverage of losses,
 - determining the date of shareholders' right to dividend and the date of dividend payment, taking into account the rule that the period between the date of establishing the right to dividend and the date of dividend payment cannot be longer than 15 (fifteen) business days,
 - granting discharge to members of the Company's governing bodies for the performance of their duties,
 - increasing or decreasing the share capital,
 - resolution on redemption of shares and other securities,
 - issue of shares and other securities,
 - determining the number of Members of the Supervisory Board,
 - appointment and dismissal of Supervisory Board Members and determination of their remuneration,
 - adopting resolutions on the merger, division, transformation or dissolution of the Company,
 - adoption of resolutions on the sale or lease of the enterprise or its organized part and establishing a limited property right on them,
 - amendment of the Statutes,
 - adoption of the Regulations of the Supervisory Board,
 - adoption of the Regulations of General Meetings of Shareholders.
 - adopting the remuneration policy for Members of the Management Board and the Supervisory Board,
 - providing opinions on the remuneration report presented by the Supervisory Board.
15. Voting at the General Meeting is open, unless the provisions of the Commercial Companies Code provide otherwise.
16. 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.
17. Resolutions of the General Meeting are binding for all shareholders.

§ 15



The Supervisory Board

1. 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.
2. The members of the Supervisory Board should have appropriate professional knowledge and experience.
3. The members of the Supervisory Board are obliged not to compete however the prohibition does not concern the entities of Apator Group. The member of the Supervisory Board is not allowed to deal with the interests of competitive party and to participate as the member in competitive entity or in other competitive capital entity in case of possession at least 10% shares in it or the right to appoint at least one member of the Management Board.
4. Members of the Supervisory Board can not be: Member of the Management Board, Proxy, Chief Accountant, Legal Adviser or Advocate employed by the company, persons who are directly subordinated to a Member of the Management Board. In addition, Members of the Supervisory Board may not be Members of the Management Board of a subsidiary company.
5. The members of the Supervisory Board should perform their duties personally. Members of the Supervisory Board should consider first of all both the interest of the Company and the interest of entire Apator Group.
6. The adoption of the resolutions by the Supervisory Board in writing or by use of direct means of communication on distance is permissible. The resolution is valid when all the members of the Supervisory Board were advised about the content of the resolution of the Supervisory Board. The adoption of the resolutions in the mode presented does not concern the appointment of the Chairman of the Supervisory Board and the Deputy Chairman of the Supervisory Board, nomination of members of the Management Board and dismissal or suspension of member of the Management Board.
7. Resolutions, including resolutions in writing or by means of instantaneous communications, shall be adopted by an absolute majority of votes cast in favour:
 - at five person makeup of the Supervisory Board - at least three members,
 - at over five person makeup of the Supervisory Board - at least 4 four members
8. The Supervisory Board Meeting is held once a quarter or more often when it is required based on invitation of the Chairman of the Supervisory Board. The Management Board or member of the Supervisory Board is allowed to demand to convene the Supervisory Board Meeting giving suggested agenda of the meeting. In such a case the Chairman of the Supervisory Board convenes



the meeting within two weeks of the date of submission of the motion. If the Chairman of the Supervisory Board does not convene the Supervisory Board Meeting in required date then applicant is allowed to convene by itself giving the date, place and suggested agenda of the debates.

9. The supervisory board exercises permanent supervision over all areas of the activities of the company. The Supervisory Board is not allowed to make binding orders to the Management Board concerning the Company. The Supervisory Board performs its duties collectively, however, it may delegate its Members to independently perform supervisory activities.
10. The Supervisory Board is allowed to study all the documents of the Company, to require from the Management Board and employees of the Company, the reports and clarifications in all matters and make revision concerning the status of property of the Company.
11. The Supervisory Board settles all matters that under the law and hereby the Statutes are not restricted to the exclusive competence of the General Shareholders Meeting and they are not in the scope of activity of the Management Board.

The competence of the Supervisory Board covers:

- assessment of the report of the Management Board on the activity of the Company and Capital Group for the last financial year and submission the report on the assessment in writing to the General Shareholders Meeting,
- assessment of separate financial statement and consolidated financial statement for the last financial year in respect of their conformity with books, documentation and facts of the case and submission the report on assessment in writing to the General Shareholders Meeting,
- preparation of the concise assessment of the situation of the Company taking into account the assessment of the systems of internal inspection, risk management, compliance and the function of internal audit and submission the report to the General Shareholders Meeting
- preparing and presenting to the General Meeting a report on remuneration of the Members of the Management Board and the Supervisory Board,
- specifying the remuneration policy for Members of the Management Board and Supervisory Board within the limits set by the General Meeting,
- making a decision on temporary withdrawal from the application of the remuneration policy for Members of the Management Board and Supervisory Board within the limits indicated in the remuneration policy,
- assessment of the conclusions of the Management Board regarding the distribution of the profit or coverage of loss,
- consideration and giving opinions of any other matters to be the subject of the resolution of the General Shareholders Meeting,
- nomination of statutory auditor for the auditing of financial statement,



- approval of the long term strategy of the Company and Apator Group and changes in them,
- approval of annual and long term financial plans of the Company and Apator Group and changes in them,
- adoption of the resolutions of purchase and disposal of shares in other entities,
- adoption of the resolutions of establishment and liquidation of entities with total or partial share of the Company
- adoption the resolutions regarding purchase and disposal of property, perpetual usufruct or share in property,
- consent on disposal of a right or assume the obligations by the Company except matters restricted to the competence of General Shareholders Meeting of the value exceeding PLN 20 million,
- granting consent to incurring expenditure on research and development works with a value exceeding PLN 1.5 million,
- giving consent to conclude transactions with a related entity of the Company with a value exceeding 5% of the total assets determined on the basis of the last approved financial statement of the Company,
- adoption of a resolution on determining the number of Members of the Management Board of the Company,
- appointing the President of the Management Board and then, at his request, other Members of the Management Board, dismissing Members of the Management Board, suspending all or individual Members of the Management Board from their duties for important reasons, as well as delegating Members of the Supervisory Board to temporarily perform the duties of Members of the Management Board
- establishing the principles of remuneration for the Management Board in accordance with the adopted remuneration policy for Management Board Members,
- representing the Company in the agreement between the Company and a Member of the Management Board, as well as in the dispute between the Company and a Member of the Management Board,
- resolution of conflicts of interest of Management Board Members,
- adoption of the Regulations of the Management Board,
- adopting the Audit Committee Regulations and agreeing to hire and dismiss the head of the internal audit,
- adoption of resolutions on other matters at the request of the President of the Management Board.



12. Members of the Supervisory Board shall receive as remuneration the amounts determined by the General Meeting of Shareholders. Apart from the remuneration, Members of the Supervisory Board shall be entitled to reimbursement of justified costs incurred in connection with the performance of their duties.
13. Minutes of the meeting of the Supervisory Board shall be drawn up and signed by the members of the Supervisory Board present at the meeting.
14. At its first meeting, the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members.
15. The Supervisory Board shall act in accordance with the Regulations of the Supervisory Board.
16. Pursuant to an appropriate resolution, the Supervisory Board may establish committees from among its members appointed to resolve matters of a specific type or category, including the Audit Committee. In a resolution, the Supervisory Board shall define the rules of operation of the committee, its composition and detailed competences.

§ 16.

The Management Board

1. 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.
2. The Management Board manages all the activity of the Company, represents the Company, manages its real estate and all issues not reserved to other bodies, it is responsible for the proper bookkeeping in the Company and strictly respects for the regulations of the Statutes, Regulations of the Management Board and Resolutions of the Management of the Company.
3. The Management Board acts pursuant to accepted long term strategy of the Company and Apator Group and it should both take into consideration the interest of the Company and Apator Group.
4. The works of the Management Board are managed by the President of the Management Board.
5. Resolutions shall be adopted by an absolute majority of votes. In case of equal number of votes, the vote of the President of the Management Board is decisive. The resolutions can be adopted in ordinary mode and in writing as well or by use of means of direct, remote communication. If resolutions are adopted in writing or using means of direct remote communication, all Members of the Management Board must be notified of the content of the resolution.
6. To receive summonses and other deliveries it is sufficient if the delivery is made by one of the Members of the Management Board.



7. Members of the Management Board are obliged to participate in meetings of the Supervisory Board at the request of the Supervisory Board.
8. Two Members of the Management Board acting jointly, a Member of the Management Board acting jointly with a Proxy or two Proxies acting jointly are authorised to make statements regarding the Company's property rights and obligations and signatures.
9. Each member of the Management Board has the right and obligation to conduct the affairs of the Company, not exceeding the scope of ordinary activities of the Company.
10. The proxy appoints the Management Board by unanimous resolution. A granted power of attorney may be revoked by any Member of the Management Board independently.
11. The Company's employees are subject to the management of the Management Board, and in particular the Management Board accepts and dismisses employees and determines their remuneration in accordance with applicable regulations.
12. The members of the Management Board and Proxies are bound by the non-competition clause and this clause does not apply to the companies of Apator Group. A Member of the Management Board and a Proxy may not engage in competitive business or participate in a competitive company as a partner in a civil partnership, partnership or as a member of a body of a capital company or in any other competitive legal entity as a member of a body. This prohibition also covers participation in a competitive capital company in the event that it holds at least 10% of shares or stocks or has the right to appoint at least one Member of the Management Board.
13. Members of the Management Board may be dismissed at any time by the Supervisory Board or the General Meeting of Shareholders. It does not prejudice their claims under the employment contract.
14. Members of the Management Board as well as employees of the Company who are guilty of neglecting any obligations imposed on them by law, the Articles of Association or the By-laws shall be liable to the Company for any damage caused by such negligence. Members of the Management Board and employees are not liable to third parties for liabilities incurred on behalf of the Company.

V. Company accounts, certified auditors

§ 17.

The Company keeps its accounting records in accordance with the applicable legal regulations.

§ 18

The financial year shall coincide with the calendar year.



§ 19

The Management Board prepares the Management Board's reports on the Company's and the capital group's activities, individual financial statements and consolidated financial statements for a given financial year and submits them to the Supervisory Board for evaluation and the General Meeting of Shareholders for consideration and approval.

§ 20

The entity authorized to audit the Company's financial statements is elected by the Supervisory Board in a manner ensuring its independence in the performance of the tasks entrusted to it.

VI. Final provisions

§ 21.

In matters not regulated by this Statute, the provisions of the Commercial Companies Code and other normative acts binding on the Company shall apply.

Justification to the draft resolution no. 30/VI/2022:

Resolution No. 30/VI/2022 is of a procedural nature and concerns the adoption of the consolidated text of the Articles of Association in connection with the amendments introduced by Resolution No. 29/VI/2022.



Resolution No. 31/VI/2021
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

on the adoption of the Rules of Procedure of General Meetings

Based on art. 393 of the Polish Commercial Companies Code and § 14 sec. 14 of the Statute of Apator SA. Ordinary General Shareholders Meeting adopts the following resolution:

§ 1.

The Regulations of General Meetings of Shareholders are adopted as an annex to this resolution.

Appendix to the Resolution no. 31/VI/2022

REGULATIONS OF GENERAL SHAREHOLDERS MEETINGS OF APATOR SA.

§ 1.

1. General Meetings of Shareholders are held in accordance with the provisions of the Commercial Companies Code, the Company's Statute and these Regulations.
2. The changes introduced in the Regulations shall be effective from the next General Meeting.

§ 2.

1. General Meetings of Shareholders shall be held in Toruń or in Ostaszewo in the commune of Łysomice in the Kuyavian-Pomeranian Voivodeship, or in another place in Poland indicated by the Company in the announcement of convening a General Meeting, on a date indicated in the announcement of convening a General Meeting allowing the largest possible number of shareholders to participate in the General Meeting.
2. Cancellation of the General Meeting or change of its date cannot prevent or restrict the shareholders from exercising their right to participate in the General Meeting.

§ 3.

1. Persons who are shareholders of the Company 16 (sixteen) days before the date of the General Meeting (date of registration of participation in the General Meeting) are entitled to participate in the General Meeting.



2. In relation to the company, only the person who is entered in the register of shareholders is deemed to be a shareholder, taking into account the Act on Trading in Financial Instruments of 29 July 2005.
3. The pledgee and the usufructuary may exercise voting rights attached to the shares on which the pledge or usufruct has been established if the legal transaction establishing the limited right in rem so provides and if, in the shareholder register or securities account, reference is made to its establishment and authorisation to exercise voting rights.
4. The list of persons authorized under bearer shares and registered shares to participate in the General Meeting is determined by the Company on the basis of a list drawn up by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) in accordance with the rules laid down in the Commercial Companies Code.

§ 4.

1. A shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy.
2. Granting a power of attorney to participate in the General Meeting and exercise voting rights is required in writing or in electronic form.
3. Granting by a shareholder of a power of attorney in electronic form does not require that the power of attorney be accompanied by a secure electronic signature verified by a valid qualified certificate.
4. Detailed information on the manner of granting and revoking the power of attorney granted in electronic form as well as forms allowing the exercise of voting rights by proxy are made available to the shareholders on the Company's website from the date of the announcement of convening the General Meeting.
5. A shareholder may appoint a proxy at the General Meeting.
6. A proxy shall exercise all shareholder's rights at the General Meeting, unless otherwise specified in the power of attorney.
7. The proxy may grant a further power of attorney if it follows from the content of the power of attorney.
8. A proxy may represent more than one shareholder and vote differently on the shares of each shareholder.
9. A shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise rights attached to shares registered on each of the accounts.
10. A Member of the Management Board and an employee of the Company may be proxies at the General Meeting. If a Member of the Management Board, a Member of the Supervisory Board, an employee of the Company or a member of the governing bodies or an employee of a subsidiary is a proxy at the General Meeting, the proxy may authorize representation only at one General Meeting. 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.

11. The proxy referred to in paragraph 10 shall vote in accordance with the instructions given by the shareholder.
12. A shareholder may vote as a proxy on the adoption of resolutions concerning his liability towards the Company on any account, including granting a vote of acceptance, release from liability towards the Company and a dispute between him and the Company. Paragraphs 10 and 11 shall apply *mutatis mutandis*.

§ 5.

The decision of the Chairman of the General Meeting not to allow participation in the General Meeting may be appealed against to the General Meeting.

§ 6.

1. Members of the Supervisory Board and the Management Board of the Company should be present at the General Meeting in such a composition as to provide substantive answers to questions asked during the General Meeting.
2. Members of the Company's Supervisory Board and Management Board should, within the scope of their competences and to the extent necessary to resolve matters discussed by the Meeting, provide the participants of the Meeting with explanations and information concerning the Company.
3. The Management Board's answers to the questions of the participants of the General Meeting should take into account the fact that the Company performs its information obligations in the manner resulting from the provisions of the Commercial Companies Code and the regulations applicable to public companies, and providing information may not be performed in a manner other than that resulting from these regulations.

§ 7.

The General Meeting is valid regardless of the number of shareholders present and the shares represented at it, unless the provisions of the Commercial Companies Code or the Company's Statute provide otherwise.

§ 8.

1. The General Meeting is opened by the Chairman of the Supervisory Board, and in his absence by the Deputy Chairman of the Supervisory Board or another Member of the Supervisory Board.
2. First of all, the person opening the General Meeting should ask if any of the persons participating in the General Meeting raise objections to the recording, recording and publication of their image during the General Meeting. If such an objection is raised, the persons responsible for recording,



recording and publishing the proceedings of the General Meeting are obliged not to record, record or publish the image of the persons who raised an appropriate objection.

3. The person opening the General Meeting should lead to the immediate election of the Chairman of the General Meeting.
4. The person opening the General Meeting accepts the proposals of candidates for the Chairman of the General Meeting from among the persons entitled to participate in the General Meeting. Candidates for the Chairman of the General Meeting should agree to stand as candidates.
5. Voting for individual candidates shall be by secret ballot in alphabetical order.
6. The person who received the highest number of votes in a secret ballot is elected Chairman of the General Meeting.
7. Immediately after his election, the Chairman signs the attendance list and states whether the General Meeting has been convened correctly and is capable of adopting resolutions.
8. The attendance list signed by the Chairman of the General Meeting shall be displayed during the General Meeting.

§ 9.

1. The Chairman of the General Meeting directs the proceedings in accordance with the adopted agenda, gives the floor and takes it away, presents draft resolutions, orders voting and determines the course of voting and states whether a resolution has been adopted.
2. The Chairman of the General Meeting may take the floor from a person taking part in the discussion if such a person, despite a previous warning from the Chairperson, continues to make a statement not related to the subject of the discussion or the statement is only intended to disturb the course of the General Meeting.

§ 10.

1. The Chairman of the General Meeting ensures that the proceedings are conducted efficiently and that the rights and interests of all shareholders are respected.
2. The Chairman should in particular counteract the abuse of rights by the participants of the General Meeting and ensure that the rights of minority shareholders are respected.
3. The Chairman should not resign from office without good reason.

§ 11.

1. The General Meeting may adopt resolutions only on matters included in the agenda, except for resolutions on organisational matters, which may concern only issues related to the conduct of the meeting. In particular, they concern:
 - reordering of issues on the agenda,



- postpone or close the discussion,
 - announcement of a break in the General Meeting,
 - the speaking time limits,
 - voting without discussion.
2. A resolution not to consider an issue placed on the agenda may be passed only if there are compelling and factual reasons for not considering it. A detailed justification should be given for this request.
 3. The Management Board, the Chairman of the General Meeting or shareholders should formulate draft resolutions in such a way that each entitled person who does not agree with the decision constituting the subject of the resolution has an opportunity to appeal against it.
 4. The Chairman puts to a vote first the draft of a given resolution presented by the Company's Management Board, and then further draft resolutions submitted by the shareholders in the order they were submitted.
 5. Once a resolution on a given matter has been adopted by the General Meeting, the drafts of that resolution submitted subsequently are not subject to voting.
 6. The Chairman of the General Meeting may announce a short break in the proceedings of the General Meeting, i.e. a break lasting no longer than 30 minutes. Such a break should relate to procedural or technical issues related to the General Meeting, i.e. in particular it may be justified by the need to prepare a motion, edit the content of the resolution to be voted on, formulate an amendment to the resolution, take advantage of the Company's legal assistance or make it possible to consult proxies with the principals on issues arising during the General Meeting.
 7. Short breaks in the meeting must not lead to any difficulties for shareholders in exercising their rights.
 8. The Chairman of the General Meeting has the right to refuse to announce a short break in the General Meeting in a situation where a motion for its announcement is aimed at making it difficult to conduct the General Meeting.
 9. In the case of announcement of a break in the proceedings of the General Meeting other than the short break indicated in sections 6-8 above, a motion for announcement of the break is put to a vote of the General Meeting. Announcement of an adjournment may take place only in special situations, each time indicated in the justification of the resolution on ordering an adjournment, prepared on the basis of the reasons indicated by the entity applying for an adjournment.
 10. A resolution to order an adjournment shall clearly indicate the date on which the meeting is to be resumed, but this date shall not prevent the majority of shareholders, including minority shareholders, from taking part in the resumed meeting.

§ 12.



1. The Chairman of the General Meeting should refrain from making decisions on issues which should be the subject of court decisions.
2. The Chairman of the General Meeting is obliged to provide a possibility to briefly justify the objection to the resolution.

§ 13.

1. A shareholder may vote differently from each of the shares held.
2. Each registered share of series A is privileged and has four votes, while each bearer share has one vote unless the Commercial Companies Code provides otherwise.
3. Resolutions are adopted by an absolute majority of votes.
4. Votes shall be public. Secret ballots shall be ordered for elections and on motions to dismiss members of the Company's governing bodies, motions to hold them accountable, as well as on personal matters and at the request of at least one shareholder or attorney present at the General Meeting.
5. Confidential and public votes shall be held through an electronic system.
6. Prior to the first voting, the person opening the General Meeting, the Chairman of the General Meeting or a person indicated by them shall inform the participants of the General Meeting about the manner of voting via the electronic system.
7. The minutes of the results of voting signed by the Chairman of the General Meeting are attachments to the minutes of the General Meeting.

§ 14.

1. The General Meeting elects from 5 (five) to 7 (seven) members of the Supervisory Board for a joint five-year term of office and sets the remuneration for them in a secret ballot.
2. In the first place, the General Meeting should determine the number of Supervisory Board members to be elected by way of a resolution.
3. A candidate or candidates for Members of the Supervisory Board may be proposed directly at the General Meeting by any shareholder or shareholder's proxy.
4. The Person Submitting the Bidder shall present the characteristics of the candidate for a Member of the Supervisory Board along with information whether the candidate is an independent candidate, and if such person is absent at the General Meeting, he or she should submit to the General Meeting his or her consent to be a candidate for a Member of the Supervisory Board along with a written statement on his or her compliance with the requirements set forth in the law.
5. The candidate present at the General Meeting should give his or her personal consent to stand for election to the Supervisory Board and declare whether he or she meets the requirements set for Members of the Supervisory Board by law.



6. The number of proposed candidates for the Supervisory Board must be equal to or greater than the number of elected Board Members.
7. Voting for each candidate shall be in alphabetical order. If there are at least 2 (two) independent candidates, the vote on the independent candidates shall be separate from the vote on the other candidates.
8. Those candidates who received the highest number of votes in a secret ballot are elected as Members of the Supervisory Board.
9. When determining the amount of remuneration for the Members of the Supervisory Board, the General Meeting should take into account the Company's financial capabilities and ensure that it does not constitute a material item of the Company's costs and remains in an appropriate proportion to the remuneration of the Members of the Management Board.

§ 15.

1. If the agenda of the General Meeting provides for the election of the Supervisory Board by voting in separate groups, a group or groups of shareholders shall be formed at the General Meeting to elect the Members of the Supervisory Board.
2. The minimum number of shares needed to form a separate group is determined by dividing the number of shares represented at the General Meeting by the number of positions on the Supervisory Board.
3. Each action entitles to one vote.
4. A shareholder may belong to only one electoral group.
5. Election groups may merge into one group in order to jointly select Members of the Supervisory Board.
6. A separate attendance list is prepared for each electoral group. Within each group, its members elect the chairperson of the meeting of the group in question, who shall conduct the election of the Member of the Supervisory Board.
7. At the request of the chairman of the meeting of a given group, the Management Board is obliged to make a separate room available to the electoral group, as far as possible, in order to enable discussion on the selection of candidates for the Supervisory Board.
8. Members of the Supervisory Board are first elected by members of the group or groups.
9. After the end of the vote, members of a given group hand over their voting devices in order to prevent the possibility of voting on the election of Supervisory Board members again.
10. The resolution on the election of a Member or Members of the Supervisory Board by a given group should be recorded in the minutes by a notary public.
11. Shareholders who were not part of any group vote in the last order and elect the remaining Members of the Supervisory Board.



12. The voting equipment shall be returned after the Chairman of the General Meeting has announced the end of the election of the Supervisory Board members.

§ 16.

1. All resolutions of the General Meeting are recorded by a notary public.
2. The minutes shall state the correctness of convening the General Meeting and its ability to adopt resolutions and shall list the resolutions adopted, and for each resolution: the number of shares from which valid votes were cast, the percentage share of those shares in the share capital, the total number of valid votes, the number of votes "for", "against" and "abstaining" and objections raised. The attendance list with signatures of the participants of the General Meeting shall be attached to the minutes. Evidence of convening the General Meeting shall be attached by the Management Board to the book of minutes.
3. At the request of a participant of the General Meeting, his written statement is accepted into the minutes.
4. The Chairman of the General Meeting is obliged to sign the minutes of the General Meeting immediately after it has been drawn up by a notary public.

§ 17.

1. The right of access to the General Meeting is granted to media representatives who have obtained accreditation.
2. Accreditation is granted to the representatives of the media who notified the Management Board of their intention to participate in the General Meeting not later than one working day before the date of the General Meeting.
3. It is allowed to broadcast the General Meeting over the Internet, record the course of the meeting and publish it on the Company's website, except for the image of persons who have raised objections to recording, registering or publishing their image during the General Meeting.

Justification to Resolution no. 31/VI/2022:

Resolution No. 31/VI/2022 is of a procedural nature, and is connected with the need to amend the Company's internal document, i.e. Rules of Procedure of General Meetings. The change of § 2 par. 1 of the Regulations of General Shareholders Meetings results from the change in the Statute of Apator S.A. the place of holding General Shareholders Meetings, in turn, the change of § 3 of the Regulations results from the change of binding legal regulations and the necessity to take them into consideration in internal documents of the Company.



Resolution no. 32/VI/2022
Ordinary General Meeting of Shareholders
Apator Spółka Akcyjna of 28 June 2022

Pursuant to Art. 359.1 and 362.1.5 of the Commercial Companies Code and § 11. Statute of Apator S.A. Ordinary General Shareholders Meeting adopts the following resolution:

1. The consent is given to purchase by Apator S.A. its own shares for redemption under the Programme of buy-back of own shares for their redemption and decrease of the share capital.
2. The Fund for redemption of shares is created for settlement of purchase of own shares by Apator SA under the Programme of buy-back of own shares.
3. In connection with creation of the Share Redemption Fund mentioned in item 2 above, the General Meeting separates the amount of PLN 10,000,000.00 (ten million 00/100) from the Company's supplementary capital and decides to transfer it to the Share Redemption Fund to be used for financing the total price of acquisition of own shares increased by the costs of acquisition of own shares.
4. The Own share buy-back program for the purpose of redemption and reduction of the share capital, attached as an annex to this resolution, shall be established.

Appendix to Resolution no. 32/VI/2022

Programme of buy-back of own shares in order to redeem them and reduce the share capital

§ 1.

The Own share repurchase (buy-back) programme, also referred to as the Programme, is implemented in accordance with the provisions:

- the law of 15 September 2000 - Commercial Companies Code (i.e. Journal of Laws 2020, item 1526 as amended),



- Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "MAR Regulation"),
- Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on conditions applicable to buy-back programmes and stabilisation measures,
- Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No. 648/2012.

§ 2.

The purpose of the Programme of repurchase (purchase) of own shares is to reduce the share capital of Apator SA by redemption of shares purchased under the Programme. The performance of the Programme is in the interest of both the Company and shareholders in the situation when the stock exchange price is below the fair value of shares of Apator S.A. The buyout programme covers fully paid up shares of the Company admitted to trading on the regulated market of Warsaw Stock Exchange S.A. in Warsaw.

§ 3.

Purchase of own shares of Apator SA within the Programme will be performed on the following conditions:

1. Apator SA may purchase shares to bearer of series A, B, C marked with code PLAPATR00018.
2. The maximum number of own shares to be purchased under the Programme is 500000 shares which is 1.53% of the share capital of Apator SA.
3. Implementation of the Program will run from July 7, 2022 through May 31, 2023.
4. The Management Board with the consent of the Supervisory Board may make the decision on resignation or termination of the acquisition of own shares of Apator SA before the deadline indicated in point 3.
5. The unit price per share of Apator S.A. purchased under the Programme cannot be lower than the nominal value, i.e. PLN 0.10 and higher than PLN 20.00.



6. The funds for the acquisition of own shares will come from the Fund for the redemption of shares established according to the Resolution of General Shareholders Meeting of Apator S.A. No. 32/VI/2021 dated 28 June 2022.
7. The financial resources allocated for the implementation of the Programme may not exceed the amount of the Fund for share redemption, i.e. PLN 10,000,000.00 (ten million PLN 00/100).
8. During the performance of the transaction under the Programme Apator SA cannot purchase shares at the price higher than the price of the last independent transaction or if it is higher - the highest current independent purchase offer in the trading system in which the purchase is made, also in cases when the shares are traded in different trading systems.
9. During the performance of the Programme Apator S.A. cannot purchase for each trading day more than 25% of the average daily volume of trading in shares in the trading system in which the purchase is made. The average daily volume is based on the daily average trading volume during the last 20 trading days preceding the day of acquisition of shares within the meaning of the Delegated Regulation of the Commission (EU) 2016/1052 of 8 March 2016.

§ 4.

The Management Board of Apator S.A. is obliged to:

- make all decisions and perform all factual and legal actions, including the determination of detailed conditions for the acquisition of shares aimed at the implementation of this resolution,
- make public, in accordance with applicable regulations and in compliance with the necessary transparency of the purpose of the Share Purchase Programme and its detailed conditions of implementation,
- information on the number of shares purchased and the average purchase price, as well as any amendments to the Share Purchase Programme,
- notify the nearest General Meeting about the implementation of the Share Purchase Programme, including the number and nominal value of the shares, their share in the share capital of the Company,
- convene, after the completion of the Share Purchase Programme or expiry of the term of validity of the authorisation to acquire own shares of the General Meeting in order to adopt resolutions on redemption of shares and on reduction of the Company's share capital.



§ 5.

The Management Board of Apator SA may at its discretion perform the Programme of acquisition of shares independently or through an investment company or credit institution.

Justification to the draft resolution no. 32/VI/2022:

The resolution No 32/VI/2022 provides for the acceptance of the share buy-back programme in order to cause the reduction of the share capital of Apator S.A. by the redemption of the shares acquired under the Programme.

The execution of the Programme is in the interest of both the Company and the shareholders, because in the opinion of the Management Board of Apator S.A. the current stock exchange price is below the fair value of shares of Apator S.A.

For the purpose of the performance of the share buy-back programme, the Resolution provides for the creation of the Fund for the redemption of shares and it will be supplied with the amount of 10.000.000,00 PLN by transfer of the means from the supplementary capital of Apator S.A.