

**Resolution no. 1/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

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

Based on Art. 409(1) of the Commercial Companies Code and Art. 14 sec. 13 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The Chairperson of the Ordinary General Shareholders Meeting is elected.

**Resolution no. 2/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

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

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

1. Opening of the Ordinary General Shareholders Meeting
2. Election of the Chairperson of the Ordinary General Shareholders Meeting
3. Confirmation of the correctness of convening the Ordinary General Shareholders Meeting and its ability to adopt resolutions
4. Approval of the agenda of the Ordinary General Shareholders Meeting
5. Consideration and approval of the report submitted by the Management Board on the activity of Apator S.A. for the period from 1 January 2022 to 31 December 2022.
6. Consideration and approval of the report submitted by the Management Board on the activity of Apator Group for the period from 1 January 2022 to 31 December 2022.
7. Consideration and approval of the financial statements of Apator S.A. for the financial year 2022
8. Consideration and approval of the consolidated financial statements of the Apator Group for the financial year 2022
9. Acknowledgement of the fulfilment of duties by Members of the Management Board of Apator S.A. in 2022
10. Consideration and approval of the report submitted by the Supervisory Board of Apator S.A. for the period from 1 January 2022 to 31 December 2022.
11. Adoption of the resolution providing an opinion 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. for the year 2022.
12. Acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Apator S.A. in 2022
13. Adoption of a resolution concerning the distribution of profit for the financial year 2022
14. Adoption of a resolution on the closure of the Share Repurchase Programme for the purpose of their redemption and reduction of share capital and the creation of a Share

- Redemption Fund to finance the Share Repurchase Programme from 28 June 2022 and liquidation of the Share Redemption Fund to finance the Share Repurchase Programme
15. Adoption of a resolution on taking a position on the disposal of the ownership right to the real estate located at ul. Wołowa 2 in Łódź
 16. Adoption of a resolution on the amendment of the Statute of Apator S.A.
 17. Adoption of the resolution on the adoption of a consolidated text of the Articles of Association of Apator S.A.
 18. Adoption of the resolution on the amendment of the Regulations of the Supervisory Board of Apator S.A.
 19. Adoption of the resolution on the adoption of a consolidated text of the Regulations of the Supervisory Board of Apator S.A.
 20. Adoption of the resolution on the amendment of the Remuneration Policy of the Members of the Management Board and the Supervisory Board of Apator S.A.
 21. Adoption of the resolution on the adoption of the unified text of the Remuneration Policy of the Members of the Management Board and the Supervisory Board of Apator S.A.
 22. Miscellaneous
 23. Closing of the meeting

Justification for draft resolutions 1/VI/2023, 2/VI/2023:

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

**Resolution no. 3/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on consideration and approval of the report of the Management Board on activity of Apator Group for the period from 1st January 2022 to 31st December 2022 including the report of the Management Board on activity of Apator S.A. for the period from 1st January 2022 to 31st December 2022.

Based on Art 395(2) and Art. 5 of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

After consideration, the report of the Management Board on activity of Apator Group for the period from 1 January 2022 to 31 December 2022 including the report of the Management Board on activity of Apator S.A. for the period from 1 January 2022 to 31 December 2022 is approved.

Justification for draft resolution no. 3/VI/2023:

In accordance with Art. 395(2) point 1 and Art. 395(5) of the Commercial Companies Code, the subject of the agenda of the Ordinary General Shareholders Meeting should be the consideration and approval of the Report of the Management Board of Apator S.A. on activity of Apator Group and on activity of Apator S.A. The data included in the Report of the Ordinary General Shareholders Meeting 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 assessment of the Supervisory Board of Apator S.A.

**Resolution no. 4/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on consideration and approval of the financial statement of Apator S.A. for the financial year 2022

Based on Art 395(2) and Art. 5 of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

After consideration, approves the financial statements of Apator S.A. for the financial year 2022 including:

1. the statement of financial position prepared as at 31 December 2022, with total assets and liabilities amounting to PLN 534,265 thousand,
2. the statement of comprehensive income prepared for the period from 1 January 2022 to 31 December 2022 showing sales revenue of PLN 411,884 thousand, total comprehensive income of PLN 26,035 thousand and net profit of PLN 25,593 thousand,
3. the statement of cash flows showing, for the period from 1 January 2022 to 31 December 2022, a decrease in net cash by the amount of PLN 504 thousand,
4. the statement of changes in equity showing a decrease in equity in the period from 1 January 2022 to 31 December 2022 of PLN 251 000,
5. notes to the separate financial statements, including a description of significant accounting policies and other explanatory information.

**Resolution no. 5/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

On consideration and approval of consolidated financial statement of Apator Group for financial year 2022

Based on Art 395(2) and Art. 5 of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

After consideration, the consolidated financial statements of the Apator Group for the financial year 2022 are approved, comprising:

1. the consolidated statement of financial position prepared as at 31 December 2022, with total assets and liabilities amounting to PLN 1,042,047 thousand,
2. the consolidated statement of comprehensive income prepared for the period from 1 January 2022 to 31 December 2022 showing sales revenue of PLN 1,081,792 thousand, total comprehensive income of PLN 11,972 thousand and net profit of PLN 7,205 thousand,
3. the consolidated statement of cash flows showing, for the period from 1 January 2022 to 31 December 2022, an increase in net cash by the amount of PLN 7,852 thousand,
4. the statement of changes in consolidated equity showing a decrease in equity from 1 January 2022 to 31 December 2022 of PLN 12,127 thousand,
5. notes to the consolidated financial statements containing a description of significant accounting policies and other explanatory information.

Justification for draft resolutions 4/VI/2023, 5/VI/2023:

In accordance with Art. 395(2) point 1 and Art. 395(5) of the Commercial Companies Code, the subject of the agenda of the Ordinary General Shareholders Meeting should be examination and approval of the financial statement of Apator S.A. and financial statement of Apator Group for the previous financial year. The need for approval of these documents by the Ordinary General Shareholders Meeting furthermore arises from Articles 53 item 1 and 63c item 4 of the Accounting Act of 29 September 1994.

The data included in the financial statements of Apator S.A. and Apator Group were subject to the analysis of the auditor PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt sp.k. and to the assessment of the Supervisory Board of Apator S.A.

**Resolution no. 6/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Management Board of Apator S.A. and subsequently to the President of the Management Board of Apator S.A. Arkadiusz Chmielewski for the performance of his duties in the financial year 2022

Based on Art 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Arkadiusz Chmielewski for the performance of duties of the Member of the Management Board of Apator S.A. and subsequently as the President of the Management Board in the financial year 2022.

**Resolution no. 7/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the Member of the Management Board of Apator S.A. Tomasz Łątka for the performance of his duties in the financial year 2022.

Based on Art 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Tomasz Łątka for the performance of duties of the Member of the Management Board o Apator S.A. in the financial year 2022.

Justification for draft resolutions 6/VI/2023 and 7/VI/2023:

Pursuant to Art. 395 (2) point 3 of the Commercial Companies Code granting acknowledgement to members of the Company's bodies, including members of the Management Board, of the performance of their duties requires a resolution of the Ordinary General Shareholders Meeting.

**Resolution no. 8/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on consideration and approval of the report of the Supervisory Board of Apator S.A. for the period from 1 January 2022 to 31 December 2022.

Based on Art. 382(3) point 3 of the Commercial Companies Code and Art. 14 item 14 of the Statute of Apator S.A. Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

After consideration, the report of the Supervisory Board of Apator S.A. for the period from 1 January 2022 to 31 December 2022 is approved.

Justification for draft resolution no. 8/VI/2023:

Pursuant to article 382(3) point 3 of the Commercial Companies Code, the duties of the Supervisory Board include submitting an annual written report to the Ordinary General Shareholders Meeting for the previous financial year. In accordance with Art. 14 item 14 of the Statute of Apator S.A., the consideration and approval of the report on the activity of the Supervisory Board requires the resolution of the General Shareholders Meeting.

**Resolution no. 9/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on the opinion 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. for the year 2022.

Based on Art. 14 item 14 of the Statute of Apator S.A. and Art. 395(2¹) of the Commercial Companies Code in relation to Art. 90g item 6 of the Act of 29th July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies the Ordinary General Shareholders Meeting of Apator S.A. adopts the following resolution:

The General Shareholders Meeting, after consideration, gives positive opinion to 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. for the year 2022.

Justification for draft resolution no. 9/VI/2023:

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, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the subject of the Ordinary General Meeting should also be the adoption of a resolution giving an opinion on the Supervisory Board's Report on remuneration of members of the Management Board and the Supervisory Board, as referred to in Article 90g(6) of that Act.

The remuneration report was assessed 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, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.

**Resolution no. 10/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the Chairperson of the Supervisory Board of Apator S.A. Janusz Niedźwiecki in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Janusz Niedźwiedzki for the performance of duties of the Chairperson of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 11/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the Deputy Chairperson of the Supervisory Board of Apator S.A. Mariusz Lewicki in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Mariusz Lewicki for the performance of duties of Deputy Chairperson of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 12/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Supervisory Board of Apator S.A. Danuta Guzowska in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Danuta Guzowska for the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 13/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Supervisory Board of Apator S.A. Janusz Marzygliński in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Janusz Marzygliński for the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 14/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Supervisory Board of Apator S.A. Marcin Murawski in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Marcin Murawski for the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 15/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Supervisory Board of Apator S.A. Kazimierz Piotrowski in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Kazimierz Piotrowski for the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2022.

**Resolution no. 16/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on granting the acknowledgement of the fulfilment of duties by the member of the Supervisory Board of Apator S.A. Tadeusz Sosgórnik in the financial year 2022.

Based on Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

The acknowledgement is granted to Tadeusz Sosgórnik for the performance of duties of the Member of the Supervisory Board of Apator S.A. in the financial year 2022.

Justification for draft resolutions 10/VI/2023, 11/VI/2023, 12/VI/2023, 13/VI/2023, 14/VI/2023, 15/VI/2023 and 16/VI/2023:

Pursuant to Art. 395(2)(3) of the Commercial Companies Code granting acknowledgement to members of the Company's bodies, including members of the Supervisory Board, of the performance of their duties requires a resolution of the Ordinary General Shareholders Meeting.

**Resolution no. 17/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on the distribution of profit for the financial year 2022, the determination of the date on which the right to dividend is acquired and the date of payment of the dividend.

Based on Art. 348, and Art. 395(2) of Commercial Companies Code and Art. 14 sec. 14 of the Statute of Apator S.A. the Ordinary General Shareholders Meeting of Apator S.A. resolves as follows:

1. Based on the proposal of the Management Board and the opinion of the Supervisory Board, the net profit for the financial year 2022 in the amount of PLN 25,593,156.05 is distributed as follows:
 1. dividend PLN 9,794,121.90, i.e. PLN 0.30 per share,
 2. supplementary capital PLN 15,799,034.15.
2. No advance payment has been made towards the expected dividend from the profit for the financial year of 2022.
3. There are 32,647,073 Series A registered shares and Series A, B and C bearer shares entitled to dividends.
4. The right to dividend payment in the amount of PLN 0.30 will be obtained by shareholders holding shares of Apator S.A. on 1 August 2023 (dividend day).
5. A dividend of PLN 0.30 per share will be paid on 10 August 2023 (dividend payment date).

Justification for draft resolution no. 17/VI/2023:

Pursuant to Article 395(2)(2) of the CCC, the focus of the Ordinary General Shareholders Meeting should be the adoption of a resolution on profit distribution or loss coverage.

The financial statement of Apator S.A. for the financial year 2022 shows the net profit generated in the amount of PLN 25,593,156.05. The Management Board of the Company

proposes to pay a net dividend of PLN 0.30 per share. In the opinion of the Management Board, the Company has sufficient financial resources to allocate the amount of PLN 9,794,121.90 for the dividend without detriment to the Company's activity, however, taking into consideration difficult economic environment and unfavourable cost factors affecting poorer results of Apator S.A. (about which the Management Board informed in recent periodical reports), the Management Board recommends the payment of a lower dividend than in previous years.

The resolution on the distribution of profit should specify, pursuant to the provisions of Art. 348(4) and (5) of the CCC - the day on which the number of shareholders entitled to dividend for a given financial year is determined (dividend day) and the date of payment of dividend. Taking the above into account, the Management Board of the Company proposes that the dividend date be set at 1 August 2023 and the dividend payment date at 10 August 2023.

**Resolution no. 18/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on: the termination of the Programme for the repurchase of own shares for their redemption and reduction of share capital

Based on Art. 395(5) of the CCC and Art. 11 sec. 2 of the Statute of Apator S.A., the Ordinary General Shareholders Meeting resolves as follows:

1. The Share Repurchase Programme for share redemption and reduction of share capital and the creation of a Share Redemption Fund to finance the Share Repurchase Programme adopted pursuant to Resolution No. 32/VI/2022 of the Ordinary General Shareholders Meeting of 28 June 2022 is hereby terminated.
2. As part of the Share Repurchase Programme for redemption and reduction of share capital of 28 June 2022 the Company did not purchase any shares for redemption.
3. The Share Redemption Fund to finance the Share Repurchase Programme created by Resolution No. 32/VI/2022 of the Ordinary General Shareholders Meeting of 28 June 2022 is liquidated, and the funds remaining in the Fund in the amount of PLN 10,000,000.00 (ten million PLN 00/100) are transferred to the Company's supplementary capital.

Justification for draft resolution no. 18/VI/2023:

Pursuant to Resolution no. 32/VI/2022 of the General Shareholders Meeting of the Company adopted on 28 June 2022, the consent of the General Shareholders Meeting of the Company was granted to purchase by Apator S.A. its own shares for their redemption under the Share Repurchase Programme for redemption of own shares and reduction of share capital and the Share Redemption Fund was established for the purpose of settlement of the purchase by Apator S.A. of its own shares under the Share Repurchase Programme in the amount of PLN 10,000,000. Pursuant to Art. 3 sec. 3 of the Share Repurchase Programme, attached as Appendix 1 to Resolution No. 32/VI/2022, the Company's Management Board was entitled to waive the purchase of own shares for redemption, which the Management Board exercised. For these reasons, it is appropriate to adopt the resolution as proposed.

**Resolution no. 19/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna of 28 June 2023**

on expressing a position regarding the disposal of the ownership title to real estate.

Based on Art. 393(4) of the CCC and Art. 15 sec. 11 of the Statute of Apator S.A. with the seat in Toruń, the General Shareholders Meeting resolves as follows:

1. In connection with the conclusion on 22 December 2022 between Apator Spółka Akcyjna with its seat in Toruń as the Seller and Murapol Real Estate Spółka Akcyjna with its seat in Bielsko-Biała as the Buyer (address: Bielsko-Biała ul. Partyzantów No. 49 (forty-nine), Business Registry Number (REGON): 350757002 and Tax Identification Number (NIP): 6771007078, entered in the National Court Register under number: 0000030723) a preliminary agreement for the sale of the ownership right to the real estate located in Łódź, cadastral district No. 29 - Polesie, Municipality of Łódź, County of the City of Łódź, Province of Łódź, for the total net amount of PLN 14,000,000.00, comprising:
 - a) plot no. 134/12 with an area of 0.4472 ha, entered into the Land and Mortgage Register no. LD1M/00135682/3;
 - b) plot no. 134/66 with an area of 0.4657 ha, entered into the Land and Mortgage Register no. LD1M/00126682/7;
 - c) plots no. 134/38, 134/39, 134/40, 134/41, 134/42 with a total area of 0.2783 ha, entered into the Land and Mortgage Register no. LD1M/00133029/4,
 - d) plots no. 138/21, 137 and 64/28, entered into the Land and Mortgage Register no. LD1M/00289012/0
with a total area of 0.1246 ha

The General Shareholders Meeting confirms that according to the provisions of Art. 15 sec. 11 of the Statute of Apator S.A., only the consent of the Supervisory Board of Apator S.A. is sufficient to sell the above described property right.

2. The General Shareholders Meeting of Apator S.A. fully supports the resolution of the Supervisory Board of Apator S.A. No. 1/2023 adopted on 31 January 2023 and thus confirms that it supports the transaction concerned.

3. The resolution enters into force on the date of its adoption.

Justification for resolution 19/VI/2023:

Due to the conclusion on 22 December 2022 between Apator Spółka Akcyjna with its seat in Toruń as the Seller and Murapol Real Estate Spółka Akcyjna with its seat in Bielsko-Biała as the Buyer of the above described preliminary contract on sale of real estate - at the request of the Buyer - the General Shareholders Meeting of Apator S.A. adopted the resolution in the proposed wording.

**Resolution no. 20/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on the amendment of the Statute of Apator Spółka Akcyjna.

Pursuant to Art. 430(1) of the Commercial Companies Code and Art. 14 sec. 4 of the Statute of Apator S.A., it is resolved as follows:

1. Art. 7 of the Statute of Apator S.A., reading as follows:

The Company's share capital is 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) A series registered shares and 25,314,582 (twenty-five million three hundred and fourteen thousand five hundred and eighty-two) A, B and C series bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

is amended to read as follows:

The Company's share capital is PLN 3,264,707.30 (three million two hundred and sixty-four thousand seven hundred and seven zlotys 30/100) and is divided into 7,331,391 (seven million three hundred and thirty-one thousand three hundred and ninety-one) A series registered shares and 25,315,682 (twenty-five million three hundred and fifteen thousand six hundred and eighty-two) A, B and C series bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

2. Art. 14 sec. 14 of the Statute of Apator S.A., reading as follows:

Resolutions are adopted by an absolute majority of votes, unless the provisions of the Company's Statute or the Commercial Companies Code provide otherwise. The exclusive competence of the General Shareholders Meeting includes:

- reviewing and approving the reports of the Management Board on the Company's activities and on the activities of the Group of Companies for the previous financial year,

- reviewing and approving the separate financial statements and the consolidated financial statements for the previous financial year,
- reviewing and approving the reports on the activities of the Supervisory Board,
- adopting resolutions concerning claims for redressing losses caused in the process of establishing, managing or supervising the Company,
- adopting resolutions on profit distribution or loss coverage,
- determining the date of shareholders' rights to dividends and the date of payment of dividends, taking into account the principle that the period between the date of determination of rights to dividends and the date of payment of dividends may not exceed 15 (fifteen) working days,
- acknowledging the fulfilment of duties by members of the Company's bodies,
- increasing and reducing the share capital,
- resolving the redemption of shares and other securities,
- issuing shares and other securities,
- determining the number of Members of the Supervisory Board,
- electing and dismissing Members of the Supervisory Board and determining their remuneration,
- adopting resolutions on the merger, division, transformation or dissolution of the Company,
- adopting resolutions on transfer and lease of the enterprise or its organised part and establishing a limited right in rem on them,
- amending the Statute,
- adopting the Regulations of the Supervisory Board,
- adopting the Regulations of the General Shareholders Meetings,
- adopting the remuneration policy for the members of the Management Board and the Supervisory Board,
- giving an opinion on the remuneration report presented by the Supervisory Board.

is amended to read as follows:

Resolutions are adopted by an absolute majority of votes, unless the provisions of the Company's Statute or the Commercial Companies Code provide otherwise. The exclusive competence of the General Shareholders Meeting includes:

- reviewing and approving the reports of the Management Board on the Company's activities and on the activities of the Group of Companies for the previous financial year,

- reviewing and approving the separate financial statements and the consolidated financial statements for the previous financial year,
- reviewing and approving the reports on the activities of the Supervisory Board,
- adopting resolutions concerning claims for redressing losses caused in the process of establishing, managing or supervising the Company,
- adopting resolutions on profit distribution or loss coverage,
- determining the date of shareholders' right to dividends and the date of payment of dividends,
- acknowledging the fulfilment of duties by members of the Company's bodies,
- increasing and reducing the share capital,
- resolving the redemption of shares and other securities,
- issuing shares and other securities,
- determining the number of Members of the Supervisory Board,
- electing and dismissing Members of the Supervisory Board and determining their remuneration,
- adopting resolutions on the merger, division, transformation or dissolution of the Company,
- adopting resolutions on transfer and lease of the enterprise or its organised part and establishing a limited right in rem on them,
- amending the Statute,
- adopting the Regulations of the Supervisory Board,
- adopting the Regulations of the General Shareholders Meetings,
- adopting the remuneration policy for the members of the Management Board and the Supervisory Board,
- giving an opinion on the remuneration report presented by the Supervisory Board.

3. Section 18 is added to **Article 14 of the Statute of Apator S.A., in the** following wording:

The General Shareholders Meeting exempts each former member of the Management Board of Apator S.A. from the obligation to participate in the General Shareholders Meeting approving reports on activity of the Management Board and financial statements covering the period when they were the member of the Management Board of Apator S.A.

4. The existing wording of **Article 15(11) of the Statute of Apator S.A.** is amended to read as follows:

The Supervisory Board decides on all matters which, under the law and this Statute, are not reserved to the exclusive competence of the General Shareholders Meeting, nor are they within the scope of action of the Management Board.

Competences of the Supervisory Board include:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,
- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,
- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, including a brief assessment of the Company's situation, taking into account the evaluation of the internal control systems, risk management, compliance and the internal audit function,
- preparing and presenting a report to the General Shareholders Meeting on the remuneration of the Members of the Management Board and the Supervisory Board,
- detailing the remuneration policy for Members of the Management Board and Supervisory Board, within the limits determined by the General Shareholders Meeting,
- deciding on temporary withdrawal from the application of the remuneration policy for Members of the Management Board and Supervisory Board within the limits specified in the remuneration policy,
- assessing the Management Board's motions concerning profit distribution or loss coverage,
- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,
- selecting an auditor to audit the financial statements,
- approving the long-term strategy of the Company and Apator Group and their changes,
- approving annual and long-term financial plans of the Company and Apator Group and their changes,
- adopting resolutions on the acquisition and disposal of shares in other business entities,
- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,
- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,

- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,
- agreeing to expenditures of more than PLN 1.5 million on research and development work,
- approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
- adopting a resolution on determining the number of Members of the Company's Management Board,
- appointing the President of the Management Board and then, at the request of the President, other Members of the Management Board, dismissing Members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating Members of the Supervisory Board to temporarily perform the duties of Members of the Management Board,
- determining the rules of remuneration for the Management Board in line with the adopted remuneration policy for Members of the Management Board,
- representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
- deciding on matters concerning conflicts of interest of Members of the Board, - adopting the Regulations of the Board,
- adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,
- adopting resolutions on other matters at the request of the President of the Board.

is amended to read as follows:

The Supervisory Board decides on all matters which, under the law and this Statute, are not reserved to the exclusive competence of the General Shareholders Meeting, nor are they within the scope of action of the Management Board.

Competences of the Supervisory Board include:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,
- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents

as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,

- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, containing the information referred to in Article 382(3)¹ of the CCC, i.e. in particular including a brief assessment of the Company's situation, with regard to the evaluation of the internal control systems, risk management, compliance and the internal audit function, evaluation of the fulfilment by the Management Board of the information obligations referred to in Article 380¹ of the CCC, evaluation of the manner in which the Management Board prepared and submitted information, documents, reports and explanations to the Supervisory Board, and information on the total remuneration due to the Supervisory Board's advisors;
- preparing and presenting a report to the General Shareholders Meeting on the remuneration of the Members of the Management Board and the Supervisory Board,
- detailing the remuneration policy for Members of the Management Board and Supervisory Board, within the limits determined by the General Shareholders Meeting,
- deciding on temporary withdrawal from the application of the remuneration policy for Members of the Management Board and Supervisory Board within the limits specified in the remuneration policy,
- assessing the Management Board's motions concerning profit distribution or loss coverage,
- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,
- selecting an auditor to audit the financial statements,
- approving the long-term strategy of the Company and Apator Group and their changes,
- approving annual and long-term financial plans of the Company and Apator Group and their changes,
- adopting resolutions on the acquisition and disposal of shares in other business entities,
- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,
- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,
- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,
- agreeing to expenditures of more than PLN 1.5 million on research and development work,

- approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
- adopting a resolution on determining the number of Members of the Company's Management Board,
- appointing the President of the Management Board and then, at the request of the President, other Members of the Management Board, dismissing Members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating Members of the Supervisory Board to temporarily perform the duties of Members of the Management Board,
- determining the rules of remuneration for the Management Board in line with the adopted remuneration policy for Members of the Management Board,
- representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
- deciding on matters of conflict of interest for Management Board Members,
- adopting the Regulations of the Management Board,
- adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,
- adopting resolutions on other matters at the request of the Management Board.

5. Section 17 is added to **Article 15 of the Statute of Apator S.A., in the** following wording:

Article 15(17): The Supervisory Board may also delegate its Members to independently perform specific supervisory activities. In the event that the Supervisory Board delegates its Member to independently perform supervisory activities, the Supervisory Board is authorised to determine the amount of the remuneration of the delegated Member of the Supervisory Board by way of a resolution (additional remuneration). The amount of remuneration of the delegated Member of the Supervisory Board should depend on the duration of the delegation, the commitment required, including time commitment, and the extent of the supervisory duties delegated by the Supervisory Board.

6. Section 18 is added to **Article 15 of the Statute of Apator S.A., in the** following wording:

Article 15(18): The Supervisory Board may adopt a resolution to have a certain matter relating to the Company's business or its assets examined by a selected advisor (advisor to the Supervisory Board) at the Company's expense. The advisor to the Supervisory Board may also be appointed to prepare certain analyses and opinions.

Justification for resolution 20/VI/2023:

Pursuant to Article 430(1) of the Commercial Companies Code and Article 14(4) of the Statute of Apator S.A., the amendment of the Company's Statute requires the adoption of the resolution by the General Shareholders Meeting.

The amendment of Article 7 of the Statute results from the fact that the Management Board of the Warsaw Stock Exchange S.A. on 21 February 2023 adopted the resolution no. 152/2023, in which it stated that 1,100 ordinary bearer shares of Apator S.A. of the nominal value of 0.10 PLN each, marked by the National Depository for Securities with the code "PLAPATR00125", were admitted to trading on the main market. At the same time, the Management Board of the Warsaw Stock Exchange decided to introduce the aforementioned shares of Apator S.A. to trading on the main market on 28 February 2023, subject to their assimilation by National Depository for Securities S.A., on 28 February 2023, with the listed shares of that company marked with the code "PLAPATR00018", and therefore there was a need to change the number of registered and bearer shares in accordance with the actual state of affairs.

The amendments to Article 15(11) of the Statute, as well as the addition of Article 14(18) and Article 15(17) and (18) to the Statute, resulted from the need to adjust the provisions of the Statute to the applicable law.

In turn, the amendment to Article 14(14) of the Statute was to adjust its provisions to practical needs.

**Resolution no. 21/VI/2023 of
Ordinary General Shareholders Meeting of
Apator Spółka Akcyjna dated 28 June 2023**

on the adoption of a consolidated text of the Statute of Apator S.A.

The Ordinary General Shareholders Meeting resolves as follows:

- a) The consolidated text of the Company's Statute, annexed hereto, is hereby adopted.
- b) The resolution comes into force as of the date of registration of Resolution no. 20/VI/2023 on the amendment to the Company's Statute by the District Court in Toruń, 7th Commercial Division of the National Court Register.

Appendix to Resolution no. 21/VI/2023

CONSOLIDATED TEXT OF THE STATUTE OF APATOR S.A.

I. General provisions

§ 1

The business name of the Company is: Apator Spółka Akcyjna. The Company may use the abbreviated name Apator S.A. and its distinctive sign.

§ 2

The registered office of the Company is the city of Toruń.

§ 3

The Company shall operate on the territory of the Republic of Poland and abroad.

§ 4

The Company is allowed to establish and run its units, branch offices, companies, offices and other places of business in the country and abroad.

§ 5

The Company has been established for an indefinite term.

§ 6

1. The objective of the Company is to conduct the activity aimed at the performance of the strategy of the Apator Group of Companies defining the interest of the Apator Group of Companies.
2. The Apator Group of Companies should be understood as the Company, its legal successors and subsidiaries of Apator S.A. (within the meaning of the Accounting Act).
3. The Company's interest is determined by its objective as defined pursuant to section 1 above.
4. The Company's core business is:
 - Manufacture of instruments and appliances for measuring, testing and navigation PKD 26.51.Z.
5. The Company's other lines of business are:
 - 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 parts of structures, PKD 25.11.Z,
 - Machining of metal parts, PKD 25.62.Z,
 - Manufacture of electronic printed circuits, PKD 26.12
 - Manufacture of computers and peripheral equipment, PKD 26.20.Z,
 - Manufacture of (tele)communication equipment, PKD 26.30.Z,
 - Manufacture of consumer electronics, PKD 26.40.Z,
 - Manufacture of watches and clocks, PKD 26.52.Z,
 - Manufacture of installing 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 equipment, PKD 33.13.Z,
 - Repair and maintenance of electrical equipment, PKD 33.14.Z,
 - Installation of industrial machinery and equipment and outfit, 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,

- Trade of electricity, PKD 35.14.Z,
- Dismantling of wrecks, PKD 38.31.Z,
- Recovery of sorted materials, PKD 38.32.Z,
- Electrical installation, PKD 43.21.Z,
- Wholesale of computers, peripheral equipment and software, PKD 46.51.Z,
- Wholesale of electronic and telecommunications equipment and parts thereof, PKD 46.52.Z
- Wholesale of other intermediate products, PKD 46.76.Z,
- Wholesale of waste and scrap, PKD 46.77.Z,
- Non-specialised wholesale trade, PKD 46.90.Z,
- Retail sale of computers, peripheral units and software in specialised stores, PKD 47.41.Z,
- Retail sale of telecommunications equipment in specialised stores, PKD 47.42.Z,
- Other passenger land transport not elsewhere classified, PKD 49.39.Z,
- Freight transport by road, PKD 49.41.Z,
- Warehousing and storage of other goods, PKD 52.10.B;
- Service activities incidental to land transportation, PKD 52.21.Z,
- Holiday and other short-stay accommodation, PKD 55.20.Z,
- Other food service activities, PKD 56.29.Z,
- Other software publishing, PKD 58.29.Z,
- Wired telecommunications activities, PKD 61.10.Z,
- Wireless telecommunications activities, excluding satellite telecommunications activities, PKD 61.20.Z,
- Satellite telecommunication activities, PKD 61.30.Z,
- Other telecommunications activities, PKD 61.90.Z,
- Computer programming activities, PKD 62.01.Z,
- Computer consultancy activities, PKD 62.02.Z,
- Computer facilities management activities, PKD 62.03.Z,
- Other information technology and computer service activities, PKD 62.09.Z,
- Data processing, hosting and related activities, PKD 63.11.Z,
- Web portals, PKD 63.12.Z,
- Other information service activities not elsewhere classified, PKD 63.99.Z,

- Buying and selling of own real estate, PKD 68.10.Z,
 - Rental and operating of own or leased real estate, PKD 68.20.Z,
 - Accounting and bookkeeping activities; tax consultancy, PKD 69.20.Z,
 - Business and other management consultancy activities, PKD 70.22.Z,
 - Engineering activities and related technical consultancy, PKD 71.12.Z,
 - Other technical testing and analysis, PKD 71.20.B,
 - Other research and experimental development on natural sciences and engineering, PKD 72.19.Z,
 - Advertising agencies activities, PKD 73.11.Z,
 - Market research and public opinion polling, PKD 73.20.Z,
 - Specialised design activities, PKD 74.10.Z,
 - Other professional, scientific and technical activities not elsewhere classified, PKD 74.90.Z,
 - Rental and leasing of office machinery and equipment, including computers, PKD 77.33.Z,
 - Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified, PKD 77.39.Z,
 - Leasing of intellectual property and similar products, except copyrighted works, PKD 77.40.Z,
 - Other human resources provision, PKD 78.30.Z,
 - Activities of call centres, PKD 82.20.Z,
 - Organisation of conventions and trade shows, PKD 82.30.Z,
 - Out-of-school forms of education, not elsewhere classified, PKD 85.59.B,
 - Repair and maintenance of computers and peripheral equipment, PKD 95.11.Z,
 - Repair and maintenance of (tele)communication equipment, PKD 95.12.Z,
 - Repair and maintenance of consumer electronics, PKD 95.21.Z,
 - Activities of head office and holding companies, excluding financial holding companies, PKD 70.10.Z.
6. If the commencement or pursuit of business activities within the scope of the Company's objects set out above requires an appropriate permit or licence, such activities may only be commenced or pursued upon obtaining the relevant permit or licence.

II. Company capital, shareholders and shares

§ 7

The Company's share capital is PLN 3,264,707.30 (three million two hundred and sixty-four thousand seven hundred and seven zlotys 30/100) and is divided into 7,331,391 (seven million three hundred and thirty-one thousand three hundred and ninety-one) A series registered shares and 25,315,682 (twenty-five million three hundred and fifteen thousand six hundred and eighty-two) A, B and C series bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

§ 8

1. Conversion of Series A registered shares into Series A bearer shares is carried out at the request of shareholders in January each year. If a total of more than 100,000 (one hundred thousand) registered shares are proposed for conversion during the year, the Company's Management Board is obliged to set an additional conversion date within 90 days.
2. Conversion of bearer shares into registered shares is not permitted.

§ 9

Each share entitles to 1 (one) vote, except for Series A registered shares, each of which entitles to 4 (four) votes. The conversion of registered shares into bearer shares results in the loss of their voting preference.

§ 10

1. Series A registered shares may be sold by the shareholders and their heirs or legal successors only to the shareholders holding Series A registered shares. Disposal of Series A registered shares to persons other than the shareholders holding Series A registered shares requires the consent of the Management Board.
2. Shareholders intending to transfer Series A registered shares to persons other than the shareholders holding Series A registered shares shall submit a written application to the Management Board for permission to do so.
3. The Management Board will consider the application for permission to dispose of Series A registered shares and will decide whether to grant permission within 60 days of the date of the application, taking into account the interests of the Company.
4. If the Management Board does not agree to the transfer of shares it should within 60 days:
 - designate another purchaser,

- set a price in line with the price of bearer shares on the date of application.

The deadline for payment of the price so indicated shall be 7 days from the date of the decision of the Management Board.

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

§ 11

1. Registered shares and bearer shares may be redeemed with the shareholder's consent by way of purchase by the Company.

2. Acquisition of shares by the Company for their cancellation or redemption requires separate resolutions of the General Shareholders Meeting.

3. The acquisition of the Company's own shares should be done in such a way that no group of shareholders is privileged.

III. Capital and funds

§ 12

1. The Company establishes the following capitals and funds:

- share capital,
- supplementary capital.

2. By resolution of the General Shareholders Meeting, other funds may be created and used in accordance with applicable regulations.

3. Share capital is used to cover tangible, intangible and current assets, and to finance shares in domestic and foreign companies.

4. The share capital may be increased or reduced by resolution of the General Shareholders Meeting. The share capital may be increased using supplementary capital or other funds created from profits.

5. The supplementary capital is created using annual profit write-offs of at least 8 per cent (eight per cent) to cover the losses shown in the financial statements for the given financial year. Write-offs are made until the supplementary capital reaches one-third (1/3) of the share capital. Supplementary capital profit write-offs may be resumed when this capital has been partly consumed.

6. The Company's profit for the previous financial year is used to replenish the Company's capital and funds and to pay dividends to shareholders in an amount to be decided by the General Shareholders Meeting and for other purposes as determined by resolutions of the

General Shareholders Meeting. The General Shareholders Meeting may only decide to pay a conditional dividend if the relevant conditions are met before the record date.

7. The Company Management Board is authorised to make an advance payment to shareholders towards expected dividends under the terms of the Commercial Companies Code.

IV. Company Authorities

§ 13

The Company Authorities include:

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

§ 14

General Meeting

1. Shareholders Meetings may be convened as Ordinary General Shareholders Meetings or Extraordinary General Shareholders Meetings. Ordinary General Shareholders Meetings are convened annually, no later than by the end of June.
2. Shareholders Meetings are convened by the announcement made in the manner prescribed by the Code of Commercial Companies for public companies at least 26 (twenty six) days before the date of the Shareholders Meeting.
3. The General Shareholders Meeting is convened by the Management Board. The Supervisory Board may convene an Ordinary General Shareholders Meeting if the Management Board fails to convene it within the timeframe specified in the Statute, and an Extraordinary General Shareholders Meeting if it deems it advisable to convene it. Shareholders holding at least half of the share capital or at least half of the total number of votes in the Company may convene the Extraordinary General Shareholders Meetings by 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 Shareholders Meeting be convened and specific issues be added to the agenda of that meeting. The request to convene an Extraordinary General Shareholders Meeting should be submitted to the Management Board in writing or in an electronic form.

5. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that certain matters be included in the agenda of the next General Shareholders Meeting. The request should be submitted to the Management Board no later than 21 (twenty one) days before the scheduled date of the Meeting. The Management Board is obliged to announce immediately, and no later than 18 (eighteen) days prior to the scheduled date of the Meeting, any amendments to the agenda made at the request of shareholders. The announcement is made in the manner appropriate for convening the General Shareholders 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 Shareholders Meeting, submit to the Company, in writing or by means of electronic communication, draft resolutions concerning the matters placed on the agenda of the General Shareholders Meeting or matters to be placed on the agenda. The Company immediately announces draft resolutions on its website. Each shareholder may submit draft resolutions regarding matters included in the agenda during the General Shareholders Meeting.
7. The request for the convening of the General Shareholders Meeting and the inclusion of specific issues on its agenda, submitted by authorised entities, should include justification and draft resolutions.
8. A resolution on abandoning to consider any matter included in the agenda may be adopted only for good reasons. Such a request should be given justification.
9. Only persons who are shareholders of the Company 16 (sixteen) days before the date of the General Shareholders Meeting are entitled to attend the General Shareholders Meeting.
10. Prior to each General Shareholders Meeting, a list of shareholders entitled to attend the General Shareholders Meeting shall be drawn up. This list, signed by the Management Board, should be on display at the Company's Management Board's premises for 3 (three) weekdays prior to the General Shareholders Meeting. At the General Shareholders Meeting, a list must be drawn up of the participants present, listing the number of shares represented by each participant and the votes to which they are entitled, signed by the Chairperson of the meeting.
11. A shareholder may attend the General Shareholders Meeting and exercise their voting rights in person or by proxy. The proxy should be given in writing or in electronic form.

12. The General Shareholders Meeting has the power to adopt binding resolutions irrespective of the number of shares represented at it, unless otherwise provided for in the Commercial Companies Code.
13. The General Shareholders Meeting is chaired by one of the persons elected on each occasion who is entitled to participate in the Meeting. The election of the Chairperson of the Meeting takes place before any business is transacted. Until the Chairperson of the Meeting is elected, the Chairperson of the Supervisory Board shall preside, or in their absence, the Deputy Chairperson or another Board Member shall preside.
14. Resolutions are adopted by an absolute majority of votes, unless the provisions of the Company's Statute or the Commercial Companies Code provide otherwise. The exclusive competence of the General Shareholders Meeting includes:
 - reviewing and approving the reports of the Management Board on the Company's activities and on the activities of the Group of Companies for the previous financial year,
 - reviewing and approving the separate financial statements and the consolidated financial statements for the previous financial year,
 - reviewing and approving the reports on the activities of the Supervisory Board,
 - adopting resolutions concerning claims for redressing losses caused in the process of establishing, managing or supervising the Company,
 - adopting resolutions on profit distribution or loss coverage,
 - determining the date of shareholders' right to dividends and the date of payment of dividends,
 - acknowledging the fulfilment of duties by members of the Company's bodies,
 - increasing and reducing the share capital,
 - resolving the redemption of shares and other securities,
 - issuing shares and other securities,
 - determining the number of Members of the Supervisory Board,
 - electing and dismissing Members of the Supervisory Board and determining their remuneration,
 - adopting resolutions on the merger, division, transformation or dissolution of the Company,
 - adopting resolutions on transfer and lease of the enterprise or its organised part and establishing a limited right in rem on them,
 - amending the Statute,
 - adopting the Regulations of the Supervisory Board,

- adopting the Regulations of the General Shareholders Meetings,
 - adopting the remuneration policy for the members of the Management Board and the Supervisory Board,
 - giving an opinion on the remuneration report presented by the Supervisory Board.
15. Voting at the General Shareholders Meeting is open, unless the provisions of the Commercial Companies Code provide otherwise.
 16. General Shareholders Meetings are held in Toruń or in Ostaszewo in the municipality of Łysomice in Kujawsko-Pomorskie Voivodeship or in any other place in Poland indicated by the Company in the announcement convening the General Shareholders Meeting, in accordance with the Regulations of the General Shareholders Meetings. Amendments to the Regulations adopted by the General Shareholders Meeting shall come into force as of the next General Shareholders Meeting.
 17. Resolutions of the General Shareholders Meeting are binding for all shareholders.
 18. The General Shareholders Meeting exempts each former member of the Management Board of Apator S.A. from the obligation to participate in the General Shareholders Meeting approving reports on activity of the Management Board and financial statements covering the period when they were the member of the Management Board of Apator S.A.

§ 15

Supervisory Board

1. The Supervisory Board consists of 5 (five) to 7 (seven) members, elected by the General Shareholders Meeting, for a period of 5 (five) years. Members of the Supervisory Board are appointed for a joint term of office. The term of office is calculated in years from the date of election. The mandates of the members of the Supervisory Board expire at the latest on the date of the General Shareholders Meeting approving the financial statement for the last full financial year of performing this function. The reduction of the number of members of the Supervisory Board during the term of office to not less than 5 (five) Members does not require any addition to the composition of the Supervisory Board.
2. The members of the Supervisory Board should have due knowledge and experience.
3. Members of the Supervisory Board are bound by the non-competition clause, however, it does not apply to companies in the Apator Group. A member of the Supervisory Board may not engage in a competitive business or participate in a competitive company as a partner in a civil partnership, a partnership or as a member of a body of a private limited company, or participate in another competitive private limited company in the event that

they hold at least 10% of the shares in that company or have the right to appoint at least one member of the Management Board.

4. The following persons may not be members of the Supervisory Board: Member of the Management Board, Proxy, Chief Accountant employed by the Company, Legal Counsel or Lawyer, persons who report directly to a Member of the Management Board. Also, members of the Supervisory Board may not be members of a subsidiary's Management Board.
5. Members of the Board must fulfil their duties in person. Members of the Supervisory Board in their actions should take into account both the interest of the Company and the interest of the entire Apator Group.
6. It is permissible for the Supervisory Board to adopt resolutions in writing or by means of direct remote communication. A resolution is valid when all members of the Supervisory Board have been notified of the content of the resolution of the Supervisory Board. The adoption of resolutions in accordance with the procedure provided for in this section does not apply to the election of the Chairperson and Deputy Chairperson of the Supervisory Board, the appointment of a Member of the Management Board and the dismissal and suspension of a Member of the Management Board.
7. Resolutions in writing or by means of direct remote communication are adopted by an absolute majority of votes with the participation of:
 - at least three Supervisory Board Members with a Board composition of five,
 - at least four Supervisory Board members with more than five members.
8. The Supervisory Board meets quarterly, or more often if necessary, at the invitation of the Chairperson of the Board. Stating the proposed agenda the Management Board or a member of the Supervisory Board may demand that the Supervisory Board be convened. In such a case, the Chairperson of the Supervisory Board convenes a meeting within two weeks of receiving the request. If the Chairperson of the Supervisory Board does not convene a meeting within this period, the applicant may convene the meeting themselves, stating the date, place and proposed agenda.
9. The Supervisory Board supervises the Company's activities in all areas of its activities. The Supervisory Board does not have the right to issue binding instructions to the Management Board regarding the conduct of the Company's affairs. The Supervisory Board performs its duties collectively; however, it may delegate its Members to perform supervisory activities independently.

10. The Supervisory Board may examine all documents of the Company, request reports and explanations from the Management Board and employees of the Company on all matters and review the Company's assets.
11. The Supervisory Board decides on all matters which, under the law and this Statute, are not reserved to the exclusive competence of the General Shareholders Meeting, nor are they within the scope of action of the Management Board.

Competences of the Supervisory Board include:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,
- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,
- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, containing the information referred to in Article 382(3)¹ of the CCC, i.e. in particular including a brief assessment of the Company's situation, with regard to the evaluation of the internal control systems, risk management, compliance and the internal audit function, evaluation of the fulfilment by the Management Board of the information obligations referred to in Article 380¹ of the CCC, evaluation of the manner in which the Management Board prepared and submitted information, documents, reports and explanations to the Supervisory Board, and information on the total remuneration due to the Supervisory Board's advisors;
- preparing and presenting a report to the General Shareholders Meeting on the remuneration of the Members of the Management Board and the Supervisory Board,
- detailing the remuneration policy for Members of the Management Board and Supervisory Board, within the limits determined by the General Shareholders Meeting,
- deciding on temporary withdrawal from the application of the remuneration policy for Members of the Management Board and Supervisory Board within the limits specified in the remuneration policy,
- assessing the Management Board's motions concerning profit distribution or loss coverage,

- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,
- selecting an auditor to audit the financial statements,
- approving the long-term strategy of the Company and Apator Group and their changes,
- approving annual and long-term financial plans of the Company and Apator Group and their changes,
- adopting resolutions on the acquisition and disposal of shares in other business entities,
- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,
- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,
- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,
- agreeing to expenditures of more than PLN 1.5 million on research and development work,
- approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
- adopting a resolution on determining the number of Members of the Company's Management Board,
- appointing the President of the Management Board and then, at the request of the President, other Members of the Management Board, dismissing Members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating Members of the Supervisory Board to temporarily perform the duties of Members of the Management Board,
- determining the rules of remuneration for the Management Board in line with the adopted remuneration policy for Members of the Management Board,
- representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
- deciding on matters concerning conflicts of interest of Members of the Board, - adopting the Regulations of the Board,
- adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,
- adopting resolutions on other matters at the request of the Management Board.

12. Members of the Supervisory Board receive remuneration, the amount of which is determined by the General Shareholders Meeting. In addition to their remuneration, Members of the Management Board are entitled to reimbursement of reasonable expenses incurred in connection with the performance of their duties.
13. Minutes of the meeting of the Supervisory Board shall be taken and signed by the Members of the Supervisory Board present at the meeting.
14. At the first meeting, the Supervisory Board elects the Chairperson and the Deputy Chairperson from among its members.
15. The Supervisory Board operates in accordance with the Regulations of the Supervisory Board.
16. By a relevant resolution, the Supervisory Board may create committees from among its members set up to deal with matters of a specific type or category, including the Audit Committee. The Supervisory Board shall set out in a resolution the operating principles of the committee, its composition and its specific competences.
17. The Supervisory Board may also delegate its Members to independently perform specific supervisory activities. In the event that the Supervisory Board delegates its Member to independently perform supervisory activities, the Supervisory Board is authorised to determine the amount of the remuneration of the delegated Member of the Supervisory Board by way of a resolution (additional remuneration). The amount of remuneration of the delegated Member of the Supervisory Board should depend on the duration of the delegation, the commitment required, including time commitment, and the extent of the supervisory duties delegated by the Supervisory Board.
18. The Supervisory Board may adopt a resolution to have a certain matter relating to the Company's business or its assets examined by a selected advisor (advisor to the Supervisory Board) at the Company's expense. The advisor to the Supervisory Board may also be appointed to prepare certain analyses and opinions.

Art. 16

Management

1. The Company Management Board is composed of 1 (one) to 6 (six) Members appointed for 3 (three) years by the Supervisory Board for a common term of office. The term of office is calculated in years from the date of appointment. The mandates of the Supervisory Board members expire at the latest on the date of the General Shareholders Meeting approving the financial statement for the last full financial year of performing this function. The

Supervisory Board first appoints the President of the Management Board and then, on his request, the other members of the Management Board.

2. The Management Board supervises the overall operation of the Company, represents the company externally, manages its assets and all matters not reserved for other bodies, is responsible for the proper keeping of the Company's accounts and strictly adheres to the provisions of the Statute, the Regulations of the Management Board and resolutions of the Company's authorities.
3. The Management Board acts in accordance with the adopted long-term strategy of the Company and the Apator Group and its actions should be guided by both the interest of the Company and of the entire Apator Group.
4. The work of the Management Board is supervised by the President of the Management Board.
5. Resolutions of the Management Board are passed by an absolute majority of votes. In the case of an equal number of votes, the casting vote is held by the President of the Management Board. Resolutions may be adopted by ordinary means as well as in writing or by means of direct remote communication. When resolutions are adopted in writing or by means of direct remote communication, all Board Members must be notified of the content of the resolution.
6. For the receipt of notices and other communications, it is sufficient if the delivery is made into the hands of one of the Board Members.
7. The members of the Management Board are obliged to attend meetings of the Supervisory Board at its request.
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 to sign them.
9. Each member of the Management Board has the right and obligation to manage the company's affairs, not exceeding the scope of the company's ordinary activities.
10. The proxy is appointed by the Management Board by unanimous resolution. The proxy granted may be revoked by any Member of the Management Board.
11. The Company's employees are under the management of the Management Board and, in particular, the Management Board admits and dismisses employees and determines their remuneration in accordance with the applicable regulations.
12. Members of the Management Board and Proxies are bound by the non-competition clause, however, it does not apply to companies in the Apator Group. A Member of the

Management Board and Proxy may not engage in a competitive business or participate in a competitive company as a partner in a civil law partnership, partnership or a member of a body of a capital company, or be part of another competitive legal entity as a member of a body. This prohibition also includes being part of a competitive capital company if a Member of the Supervisory Board holds at least 10% of shares or stocks of that company or has the right to appoint at least one Management Board Member.

13. Members of the Management Board may be dismissed at any time by the Supervisory Board or the General Shareholders Meeting. This does not prejudice their claims under their employment contract.

14. Members of the Management Board as well as employees of the Company who are guilty of neglecting duties imposed on them by law, the Statute or the Regulations are liable to the Company for damages resulting from such neglect. Members of the Management Board and employees are not liable to third parties for liabilities incurred on behalf of the Company.

V. Company accounting, auditors

Art. 17

The Company keeps the accounts in accordance with the applicable law.

Art. 18

The Company's financial year coincides with the calendar year.

Art. 19

The Management Board prepares Management Board reports on the activities of the Company and the Group and separate and consolidated financial statements for the given financial year and submits them to the Supervisory Board for review and to the General Shareholders Meeting for consideration and approval.

Art. 20

The Supervisory Board selects the entity authorised to audit the Company's financial statements in such a way as to ensure its independence in carrying out the tasks entrusted to it.

VI. Final provisions

Art. 21

Any matters not regulated by this Statute are governed by the provisions of the Commercial Companies Code and other normative acts applicable to the Company.

Justification for draft resolution no. 21/VI/2023:

Resolution no. 21/VI/2023 is of a procedural nature and concerns the adoption of the consolidated text of the Statute in connection with the amendments introduced by Resolution no. 20/VI/2023.

**Resolution no. 22/VI/2023 of
Ordinary General Shareholders Meeting of Apator Spółka Akcyjna of
28 June 2023**

on amending the Regulations of the Company Supervisory Board.

Pursuant to Art. 14(14) of the Statute of Apator S.A., the Ordinary General Meeting amends the Regulations of the Supervisory Board as follows:

1. The following sec. 7 is added to Art. 2 of the Regulations of the Supervisory Board:

A member of the Supervisory Board should, in the performance of their duties, exercise the diligence inherent in the professional nature of their activities and maintain loyalty to the Company. A Board member may not disclose the Company's secrets, even after the expiry of their mandate.

2. Art. 3 of the Regulations of the Supervisory Board is amended to read as follows:

Powers of the Supervisory Board

1. The Supervisory Board has the right to inspect the activity of the Company and the Apator Group, including by:

- requesting the Management Board to submit regular and comprehensive reports and explanations on all significant matters concerning the activity of the Company and the Apator Group and on the risks involved in the activity conducted,
- checking the Company's files and documents,
- carrying out financial audits and reviews of the Company's assets.

2. The Supervisory Board is the permanent supervising and controlling body for all the Company's activities.

3. By a relevant resolution, the Supervisory Board may create committees from among its members set up to deal with matters of a specific type or category, including the Audit Committee. The Supervisory Board shall set out in a resolution the operating principles of the committee, its composition and its specific competences.

4. The tasks of the Supervisory Board include those matters which, under the law, in particular the Commercial Companies Code and the Statute of the Company, are not reserved to the

exclusive competence of the General Shareholders Meeting, nor are they within the scope of activities of the Management Board.

5. Members of the Supervisory Board have the right to attend meetings of the Management Board in an advisory capacity.

6. The Supervisory Board does not have the right to issue binding instructions to the Management Board regarding the conduct of the Company's affairs.

7. In accordance with Article 15(11) of the Statute of Apator S.A., the competence of the Board includes:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,

- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,

- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, including a brief assessment of the Company's situation, taking into account the evaluation of the internal control systems, risk management, compliance and the internal audit function,

- assessing the Management Board's motions concerning profit distribution or loss coverage,

- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,

- selecting an auditor to audit the financial statements,

- approving the long-term strategy of the Company and Apator Group and their changes,

- approving annual and long-term financial plans of the Company and Apator Group and their changes,

- adopting resolutions on the acquisition and disposal of shares in other business entities,

- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,

- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,

- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,

- agreeing to expenditures of more than PLN 1.5 million on research and development work,
 - approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
 - adopting a resolution on determining the number of Members of the Company's Management Board,
 - appointing the President of the Management Board and subsequently, at their request, the other members of the Management Board, dismissing members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating members of the Supervisory Board to temporarily perform the duties of members of the Management Board and setting remuneration for the Management Board in accordance with the adopted remuneration policy for members of the Management Board,
 - representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
 - deciding on matters of conflict of interest for Management Board Members,
 - adopting the Regulations of the Management Board,
 - adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,
 - preparing a remuneration report annually providing a comprehensive overview of remuneration, including all benefits, in any form, received by or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy,
 - detailing the elements of the remuneration policy defined in Art. 90d sec. 3 point 1, sec. 4 point 1 and 4 and sec. 5 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, within the limits previously defined by the General Shareholders Meeting,
 - deciding on the temporary deviation from the remuneration policy, in accordance with the provisions of the Company's remuneration policy,
 - adopting resolutions on other matters at the request of the President of the Board.
8. The Supervisory Board may convene a General Shareholders Meeting in the cases specified in the Commercial Companies Code.

is amended to read as follows:

Art. 3.

Powers of the Supervisory Board

1. The Supervisory Board has the right to inspect the activity of the Company and the Apator Group, including by:
 - requesting the Management Board to submit regular and comprehensive reports and explanations on all significant matters concerning the activity of the Company and the Apator Group and on the risks involved in the activity conducted,
 - checking the Company's files and documents,
 - carrying out financial audits and reviews of the Company's assets,
 - requesting the Management Board, proxies and persons employed by the Company under a contract of employment or performing certain activities for the Company on a regular basis under a contract for specific work, a contract of mandate or any other contract of a similar nature to prepare or submit any information, documents, reports or explanations concerning the Company, in particular its activities or assets.
2. The Supervisory Board is the permanent supervising and controlling body for all the Company's activities.
3. By a relevant resolution, the Supervisory Board may create committees from among its members set up to deal with matters of a specific type or category, including the Audit Committee. The Supervisory Board shall set out in a resolution the operating principles of the committee, its composition and its specific competences.
4. The Supervisory Board may also delegate its Members to independently perform specific supervisory activities. In the event that the Supervisory Board delegates its Member to independently perform supervisory activities, the Supervisory Board is authorised to determine the amount of the remuneration of the delegated Member of the Supervisory Board by way of a resolution. The amount of remuneration of the delegated Member of the Supervisory Board should depend on the duration of the delegation, the commitment required, including time commitment, and the extent of the supervisory duties delegated by the Supervisory Board.
5. The Supervisory Board may adopt a resolution to have a certain matter relating to the Company's business or its assets examined by a selected advisor (advisor to the Supervisory Board) at the Company's expense. The advisor to the Supervisory Board may also be appointed to prepare certain analyses and opinions.
6. Members of the Supervisory Board have the right to attend meetings of the Management Board in an advisory capacity.

7. The Supervisory Board does not have the right to issue binding instructions to the Management Board regarding the conduct of the Company's affairs.

8. The tasks of the Supervisory Board include those matters which, under the law, in particular the Commercial Companies Code and the Statute of the Company, are not reserved to the exclusive competence of the General Shareholders Meeting, nor are they within the scope of activities of the Management Board.

9. In accordance with Art. 15 sec. 11 of the Statute of Apator S.A., the exclusive competence of the Board includes:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,
- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,
- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, containing the information referred to in Article 382(3)¹ of the CCC, i.e. in particular including a brief assessment of the Company's situation, with regard to the evaluation of the internal control systems, risk management, compliance and the internal audit function, evaluation of the fulfilment by the Management Board of the information obligations referred to in Article 380¹ of the CCC, evaluation of the manner in which the Management Board prepared and submitted information, documents, reports and explanations to the Supervisory Board, and information on the total remuneration due to the Supervisory Board's advisors;
- assessing the Management Board's motions concerning profit distribution or loss coverage,
- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,
- selecting an auditor to audit the financial statements, including giving at least one week's notice to the key auditor of the date of the meeting to deal with the matters listed in sec. 9 points 1 to 3 of this article,
- approving the long-term strategy of the Company and Apator Group and their changes,
- approving annual and long-term financial plans of the Company and Apator Group and their changes,
- adopting resolutions on the acquisition and disposal of shares in other business entities,

- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,
- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,
- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,
- agreeing to expenditures of more than PLN 1.5 million on research and development work,
- approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
- adopting a resolution on determining the number of Members of the Company's Management Board,
- appointing the President of the Management Board and subsequently, at their request, the other members of the Management Board, dismissing members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating members of the Supervisory Board to temporarily perform the duties of members of the Management Board and setting remuneration for the Management Board in accordance with the adopted remuneration policy for members of the Management Board,
- representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
- deciding on matters of conflict of interest for Management Board Members,
- adopting the Regulations of the Management Board,
- adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,
- preparing a remuneration report annually providing a comprehensive overview of remuneration, including all benefits, in any form, received by or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy,
- detailing the elements of the remuneration policy defined in Art. 90d sec. 3 point 1, sec. 4 point 1 and 4 and sec. 5 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, within the limits previously defined by the General Shareholders Meeting,

– deciding on the temporary deviation from the remuneration policy, in accordance with the provisions of the Company's remuneration policy,

- adopting resolutions on other matters at the request of the Management Board.

10. The Supervisory Board may convene a General Shareholders Meeting in the cases specified in the Commercial Companies Code.

3. **Art. 5 of the Regulations of the Supervisory Board** is amended to read as follows:

Art. 5. Organisation of the work of the Supervisory Board

1. At its first meeting, the Supervisory Board elects the Chairperson of the Supervisory Board and the Deputy Chairperson of the Supervisory Board from among its members.

2. The work of the Supervisory Board is managed by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board.

3. The Supervisory Board performs its activities collectively at meetings of the Supervisory Board. 4. The Supervisory Board, at the request of:

- Chairperson of the Supervisory Board or at least three members of the Supervisory Board,
- Management,
- General Shareholders Meeting,

delegate its Members to independently perform specific supervisory and inspection activities.

5. The rules for carrying out such activities, including the appointment of the Chairperson of the Inspection Team, are determined by the Supervisory Board by resolution.

6. Before the inspection, the Chairperson of the Inspection Team notifies the Company's Management Board of its scope and date. Inspection activities must not interfere with the proper conduct of Company business.

7. The Chairperson of the Inspection Team prepares a report on the inspection activities and submits it to the Supervisory Board.

8. Irrespective of other activities under the law, once a year the Supervisory Board shall prepare and present to the Ordinary General Shareholders Meeting of the Company a report on the activities of the Supervisory Board, including at least information on:

- the composition of the Supervisory Board and its committees,
- the fulfilment of the independence criteria by the members of the Supervisory Board,
- number of meetings of the Supervisory Board and its committees during the reporting period,
- the self-assessment of the Supervisory Board's work,
- the assessment of the Company's situation, taking into account the systems for internal control, risk management, compliance and the internal audit function,

– the assessment of how the Company complies with its disclosure obligations regarding the application of corporate governance principles as set out in the WSE Rules and the regulations on current and periodic information provided by issuers of securities,

– the assessment of the reasonableness of the Company's policy on sponsorship, charitable or similar activities, or information on the absence of such a policy.

is amended to read as follows:

Art. 5. Organisation of the work of the Supervisory Board

1. At its first meeting, the Supervisory Board elects the Chairperson of the Supervisory Board and the Deputy Chairperson of the Supervisory Board from among its members.

2. The work of the Supervisory Board is managed by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board.

3. The Supervisory Board performs its activities collectively at meetings of the Supervisory Board.

4. Irrespective of other activities under the law, once a year the Supervisory Board shall prepare and present to the Ordinary General Shareholders Meeting of the Company a report on the activities of the Supervisory Board, including at least information on:

– the composition of the Supervisory Board and its committees,

– the fulfilment of the independence criteria by the members of the Supervisory Board,

– number of meetings of the Supervisory Board and its committees during the reporting period,

– the results of the assessment of the reports on the activities of the Management Board and the financial statements for the last financial year in terms of their conformity with the books, documents and facts,

– the assessment of the Company's situation, taking into account the adequacy and effectiveness of the Company's systems for internal control, risk management, ensuring compliance with standards or applicable practices and internal audit,

– the assessment of the implementation by the Management Board of the information obligations referred to in Art. 380¹ of the CCC,

– the assessment of the manner in which the Management Board prepares or submits to the Supervisory Board the information, documents, reports or explanations requested in accordance with the procedure set out in the CCC,

– the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year in accordance with the procedure set out in Art. 382¹ of the CCC.

4. **Art. 6 of the Regulations of the Supervisory Board** is amended to read as follows:

Art. 6. Supervisory Board Meetings

1. The Supervisory Board Meetings are convened and the agenda is set by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board: – on their own initiative,

– at the written request of a Supervisory Board Member, within 2 weeks of receipt of the request,

– at the written request of the Management Board, within 2 weeks of receipt of the request.

2. The agenda of the Supervisory Board meeting may not be amended or supplemented during the meeting unless:

– the entire Supervisory Board is present and no one objects to the amendment or addition to the agenda, or

– the failure of the Supervisory Board to adopt a resolution will expose the Company to damage, or

– the subject of the resolution is to assess whether there is a conflict of interest between the Supervisory Board Member and the Company.

3. Meetings of the Supervisory Board shall be convened at least 2 weeks prior to the meeting.

4. The meetings of the Supervisory Board are convened by inviting all the Members by electronic means (email) to the address provided to each Member of the Board by Apator S.A. In case of technical problems, the invitation can be made by telephone.

5. In justified cases, a meeting of the Supervisory Board may be convened as a matter of urgency, i.e. less than 2 weeks before the meeting. Where this is the case, a meeting is deemed to have been duly convened if the Members have been notified of its date, provided that no Member of the Supervisory Board objects to the holding of such meeting.

6. Members of the Management Board have the right to participate in meetings of the Supervisory Board except for that part of those meetings during which matters concerning the Management Board or its Members are discussed.

7. Minutes of the Supervisory Board Meetings are drawn up and signed by the Board Members present at the respective meeting.

8. The Minutes must contain:

– a list of those present at the Meeting,

– agenda,

- a brief summary of the matter discussed,
- a declaration on the adoption of a resolution on the matter in question,
- the number of votes cast for each resolution,
- dissenting opinions of Supervisory Board Members submitted for the record.

9. The Minutes may be signed at the next Board meeting.

is amended to read as follows:

Art. 6. Supervisory Board Meetings

1. The Supervisory Board Meetings are convened and the agenda is set by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board: – on their own initiative,

- at the written request of a Supervisory Board Member, within 2 weeks of receipt of the request,

- at the written request of the Management Board, within 2 weeks of receipt of the request.

2. The agenda of the Supervisory Board meeting may not be amended or supplemented during the meeting unless:

- the entire Supervisory Board is present and no one objects to the amendment or addition to the agenda, or

- the failure of the Supervisory Board to adopt a resolution will expose the Company to damage, or

- the subject of the resolution is to assess whether there is a conflict of interest between the Supervisory Board Member and the Company.

3. Meetings of the Supervisory Board shall be convened at least 2 weeks prior to the meeting.

4. The meetings of the Supervisory Board are convened by inviting all the Members by electronic means (email) to the address provided to each Member of the Board by Apator S.A. In case of technical problems, the invitation can be made by telephone.

5. In justified cases, a meeting of the Supervisory Board may be convened as a matter of urgency, i.e. less than 2 weeks before the meeting. Where this is the case, a meeting is deemed to have been duly convened if the Members have been notified of its date, provided that no Member of the Supervisory Board objects to the holding of such meeting.

6. The Supervisory Board may also meet without being formally convened if all members agree and do not object to the inclusion of individual items on the agenda.

7. Members of the Management Board have the right to participate in meetings of the Supervisory Board except for that part of those meetings during which matters concerning the Management Board or its Members are discussed.

8. Minutes of the Supervisory Board Meetings are drawn up and signed by the Board Members present at the respective meeting.

9. The Minutes must contain:

- a list of those present at the Meeting,
- agenda,
- a brief summary of the matter discussed,
- a declaration on the adoption of a resolution on the matter in question,
- the number of votes cast for each resolution,
- dissenting opinions of Supervisory Board Members submitted for the record.

10. The Minutes may be signed at the next Board meeting.

Justification for resolution 22/VI/2023:

This resolution is adopted due to the need to bring the Supervisory Board Regulations in line with the Company's Statute and the current legal situation.

**Resolution no. 23/VI/2023 of
Ordinary General Shareholders Meeting of Apator Spółka Akcyjna of
28 June 2023**

on the adoption of the consolidated text of the Regulations of the Supervisory Board of Apator Spółka Akcyjna.

The Ordinary General Shareholders Meeting resolves as follows:

1. The consolidated text of the Regulations of the Supervisory Board of the Company, attached hereto, is hereby adopted.
2. The resolution enters into force on the date of its adoption.

Appendix to Resolution no. 23/VI/2023

**CONSOLIDATED TEXT OF THE REGULATIONS OF THE SUPERVISORY BOARD OF
APATOR S.A.**

Art. 1. Legal basis

1. The Supervisory Board of Apator S.A. is a statutory body of Apator S.A., acting under the Commercial Companies Code, the Articles of Association of the Company and these Regulations.
2. Any matters not regulated by these regulations are governed by the provisions of the Company's Statute, the provisions of the Commercial Companies Code and other legal regulations.

Art. 2. Composition of the Supervisory Board

1. The Supervisory Board consists of 5 (five) to 7 (seven) members, elected by the General Shareholders Meeting.
2. The following individuals may not be Members of the Supervisory Board: – Management Board Members, – proxies, – Chief Accountants employed by the Company, – legal counsels or attorneys employed by the Company, – persons who report directly to a Management Board Member, – Members of a subsidiary's Management Board.
3. The Supervisory Board is appointed for a common term of office of five years.

4. The reduction of the number of members of the Supervisory Board during the term of office to not less than 5 (five) Members does not require any addition to the composition of the Supervisory Board.
5. Outgoing Supervisory Board Members may be re-elected to the Supervisory Board for the next term.
6. Supervisory Board Members should have the appropriate knowledge and experience and be able to devote the necessary amount of time to their duties.
7. A member of the Supervisory Board should, in the performance of their duties, exercise the diligence inherent in the professional nature of their activities and maintain loyalty to the Company. A Board member may not disclose the Company's secrets, even after the expiry of their mandate.

Art. 3. Powers of the Supervisory Board

1. The Supervisory Board has the right to inspect the activity of the Company and the Apator Group, including by:
 - requesting the Management Board to submit regular and comprehensive reports and explanations on all significant matters concerning the activity of the Company and the Apator Group and on the risks involved in the activity conducted,
 - checking the Company's files and documents,
 - carrying out financial audits and reviews of the Company's assets,
 - requesting the Management Board, proxies and persons employed by the Company under a contract of employment or performing certain activities for the Company on a regular basis under a contract for specific work, a contract of mandate or any other contract of a similar nature to prepare or submit any information, documents, reports or explanations concerning the Company, in particular its activities or assets.
2. The Supervisory Board is the permanent supervising and controlling body for all the Company's activities.
3. By a relevant resolution, the Supervisory Board may create committees from among its members set up to deal with matters of a specific type or category, including the Audit Committee. The Supervisory Board shall set out in a resolution the operating principles of the committee, its composition and its specific competences.
4. The Supervisory Board may also delegate its Members to independently perform specific supervisory activities. In the event that the Supervisory Board delegates its Member to independently perform supervisory activities, the Supervisory Board is authorised to determine

the amount of the remuneration of the delegated Member of the Supervisory Board by way of a resolution. The amount of remuneration of the delegated Member of the Supervisory Board should depend on the duration of the delegation, the commitment required, including time commitment, and the extent of the supervisory duties delegated by the Supervisory Board.

5. The Supervisory Board may adopt a resolution to have a certain matter relating to the Company's business or its assets examined by a selected advisor (advisor to the Supervisory Board) at the Company's expense. The advisor to the Supervisory Board may also be appointed to prepare certain analyses and opinions.

6. Members of the Supervisory Board have the right to attend meetings of the Management Board in an advisory capacity.

7. The Supervisory Board does not have the right to issue binding instructions to the Management Board regarding the conduct of the Company's affairs.

8. The tasks of the Supervisory Board include those matters which, under the law, in particular the Commercial Companies Code and the Statute of the Company, are not reserved to the exclusive competence of the General Shareholders Meeting, nor are they within the scope of activities of the Management Board.

9. In accordance with Art. 15 sec. 11 of the Statute of Apator S.A., the exclusive competence of the Board includes:

- assessing the Management Board's report on the Company's activities and the Management Board's report on the activities of the group of companies for the previous financial year, and submitting a written report on this assessment to the General Shareholders Meeting,
- assessing the separate financial statements and the consolidated financial statements for the previous financial year with regard to their compliance with the accounting books, documents as well as the actual state, and submitting a written report on this assessment to the General Shareholders Meeting,
- preparing and presenting a report to the General Shareholders Meeting on the activities of the Supervisory Board, containing the information referred to in Article 382(3)¹ of the CCC, i.e. in particular including a brief assessment of the Company's situation, with regard to the evaluation of the internal control systems, risk management, compliance and the internal audit function, evaluation of the fulfilment by the Management Board of the information obligations referred to in Article 380¹ of the CCC, evaluation of the manner in which the Management Board prepared and submitted information, documents, reports and explanations to the Supervisory Board, and information on the total remuneration due to the Supervisory Board's advisors;
- assessing the Management Board's motions concerning profit distribution or loss coverage,

- considering and giving opinions on any other matter to be the subject of a resolution of the General Shareholders Meeting,
- selecting an auditor to audit the financial statements, including giving at least one week's notice to the key auditor of the date of the meeting to deal with the matters listed in sec. 9 points 1 to 3 of this article,
- approving the long-term strategy of the Company and Apator Group and their changes,
- approving annual and long-term financial plans of the Company and Apator Group and their changes,
- adopting resolutions on the acquisition and disposal of shares in other business entities,
- adopting resolutions on the creation and liquidation of business entities with all or part of the Company's capital,
- adopting resolutions on the acquisition and disposal of real estate, perpetual usufruct or an interest in real estate,
- giving consent to the disposal of rights or incurrance of obligations by the Company, except for matters reserved to the competence of the General Shareholders Meeting, with a value exceeding PLN 20 million,
- agreeing to expenditures of more than PLN 1.5 million on research and development work,
- approving transactions with a related party of the Company with a value exceeding 5% of total assets, as determined on the basis of the Company's last approved financial statements,
- adopting a resolution on determining the number of Members of the Company's Management Board,
- appointing the President of the Management Board and subsequently, at their request, the other members of the Management Board, dismissing members of the Company's Management Board, suspending all or individual members of the Management Board for important reasons, as well as delegating members of the Supervisory Board to temporarily perform the duties of members of the Management Board and setting remuneration for the Management Board in accordance with the adopted remuneration policy for members of the Management Board,
- representing the Company in an agreement between the Company and the Board Member as well as in a dispute between the Company and the Board Member,
- deciding on matters of conflict of interest for Management Board Members,
- adopting the Regulations of the Management Board,
- adopting the Regulations of the Audit Committee and approving the hiring and dismissing the head of internal audit,

- preparing a remuneration report annually providing a comprehensive overview of remuneration, including all benefits, in any form, received by or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy,
 - detailing the elements of the remuneration policy defined in Art. 90d sec. 3 point 1, sec. 4 point 1 and 4 and sec. 5 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, within the limits previously defined by the General Shareholders Meeting,
 - deciding on the temporary deviation from the remuneration policy, in accordance with the provisions of the Company's remuneration policy,
 - adopting resolutions on other matters at the request of the Management Board.
10. The Supervisory Board may convene a General Shareholders Meeting in the cases specified in the Commercial Companies Code.

Art. 4. Supervisory Board responsibilities

1. The members of the Supervisory Board exercise their rights and duties personally.
2. Members of the Supervisory Board should not resign during their term of office if this could render the operation of the Supervisory Board impossible and, in particular, could cause the number of Supervisory Board members to drop below five or prevent the Supervisory Board from adopting a significant resolution in a timely manner.
3. Members of the Supervisory Board are obliged to:
 - to provide the Company with information concerning the disposal or acquisition by them or their close affiliates of Company shares, in accordance with the applicable legislation relating to public companies,
 - participate in the General Shareholders Meeting in such a way as to be able to provide substantive answers to the questions asked during its course,
 - comply with the principles of the Best Practice for GPW Listed Companies to the extent that the Company has undertaken to apply them.
4. The members of the Supervisory Board should take appropriate measures to ensure that the Supervisory Board receives information on important matters concerning the Company.
5. Members of the Supervisory Board are bound by the non-competition clause. The competition ban does not apply to Apator Group companies. A Member of the Supervisory Board may not engage in a competitive business or participate in a competitive company as a partner in a civil law partnership, partnership or a member of a body of a capital company, or

be part of another competitive legal entity as a member of a body. This prohibition also includes being part of a competitive capital company if a Member of the Supervisory Board holds at least 10% of shares or stocks of that company or has the right to appoint at least one Management Board Member.

6. Supervisory Board Members must avoid engaging in professional or non-professional activities that could lead to a conflict of interest or adversely affect their reputation as Members of the Company's Supervisory Board. If a conflict of interest arises or is likely to arise, a Supervisory Board Member is obliged to inform the other Supervisory Board Members immediately. Further, the Supervisory Board Member must refrain from making decisions or otherwise participating in the given matter until the Supervisory Board has determined the further course of action.

7. Where a conflict of interest is identified with respect to a Member of the Supervisory Board of the Company, the Supervisory Board decides how to resolve it. This resolution establishes the measures to be put in place to address or avoid a conflict of interest, taking into account all the circumstances of the given case.

8. All Supervisory Board Members should be guided in their actions both by the interest of the Company and the entire Apator Group and by the independence of opinion and judgement, and in particular should:

- avoid accepting any benefit that might affect their impartiality and objectivity in making their decisions or reflect negatively on the independence of their opinions or judgements,
- expressly raise their objection and dissenting opinion in case they consider that the decision of the Supervisory Board is contrary to the interest of the Company or the Apator Group.

Art. 5. Organisation of the work of the Supervisory Board

1. At its first meeting, the Supervisory Board elects the Chairperson of the Supervisory Board and the Deputy Chairperson of the Supervisory Board from among its members.

2. The work of the Supervisory Board is managed by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board.

3. The Supervisory Board performs its activities collectively at meetings of the Supervisory Board.

4. Irrespective of other activities under the law, once a year the Supervisory Board shall prepare and present to the Ordinary General Shareholders Meeting of the Company a report on the activities of the Supervisory Board, including at least information on:

- the composition of the Supervisory Board and its committees,

- the fulfilment of the independence criteria by the members of the Supervisory Board,
- number of meetings of the Supervisory Board and its committees during the reporting period,
- the results of the assessment of the reports on the activities of the Management Board and the financial statements for the last financial year in terms of their conformity with the books, documents and facts,
- the assessment of the Company's situation, taking into account the adequacy and effectiveness of the Company's systems for internal control, risk management, ensuring compliance with standards or applicable practices and internal audit,
- the assessment of the implementation by the Management Board of the information obligations referred to in Art. 380¹ of the CCC,
- the assessment of the manner in which the Management Board prepares or submits to the Supervisory Board the information, documents, reports or explanations requested in accordance with the procedure set out in the CCC,
- the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year in accordance with the procedure set out in Art. 382¹ of the CCC.

Art. 6. Supervisory Board Meetings

1. The Supervisory Board Meetings are convened and the agenda is set by the Chairperson of the Supervisory Board or, in their absence, by the Deputy Chairperson of the Supervisory Board:
 - on their own initiative,
 - at the written request of a Supervisory Board Member, within 2 weeks of receipt of the request,
 - at the written request of the Management Board, within 2 weeks of receipt of the request.
2. The agenda of the Supervisory Board meeting may not be amended or supplemented during the meeting unless:
 - the entire Supervisory Board is present and no one objects to the amendment or addition to the agenda, or
 - the failure of the Supervisory Board to adopt a resolution will expose the Company to damage, or
 - the subject of the resolution is to assess whether there is a conflict of interest between the Supervisory Board Member and the Company.
3. Meetings of the Supervisory Board shall be convened at least 2 weeks prior to the meeting.

4. The meetings of the Supervisory Board are convened by inviting all the Members by electronic means (email) to the address provided to each Member of the Board by Apator S.A. In case of technical problems, the invitation can be made by telephone.
5. In justified cases, a meeting of the Supervisory Board may be convened as a matter of urgency, i.e. less than 2 weeks before the meeting. Where this is the case, a meeting is deemed to have been duly convened if the Members have been notified of its date, provided that no Member of the Supervisory Board objects to the holding of such meeting.
6. The Supervisory Board may also meet without being formally convened if all members agree and do not object to the inclusion of individual items on the agenda.
7. Members of the Management Board have the right to participate in meetings of the Supervisory Board except for that part of those meetings during which matters concerning the Management Board or its Members are discussed.
8. Minutes of the Supervisory Board Meetings are drawn up and signed by the Board Members present at the respective meeting.
9. The Minutes must contain:
 - a list of those present at the Meeting,
 - agenda,
 - a brief summary of the matter discussed,
 - a declaration on the adoption of a resolution on the matter in question,
 - the number of votes cast for each resolution,
 - dissenting opinions of Supervisory Board Members submitted for the record.
10. The Minutes may be signed at the next Board meeting.

Art. 7. Supervisory Board Resolutions

1. The Supervisory Board takes decisions in the form of resolutions, including with regard to:
 - proposals to the General Shareholders Meeting,
 - opinions, positions, initiatives and proposals on matters arising from the Statute and applicable legislation,
 - post-inspection recommendations to the Management Board.
2. For resolutions to be valid, a notice of the meeting must be given to all members of the Supervisory Board.
3. Supervisory Board resolutions may be adopted by email. All members of the Supervisory Board should be notified electronically of the content of the draft resolution.

4. Within one working day of receiving the draft resolution, Supervisory Board members should indicate by email sent to the indicated address whether they vote for or against the resolution or abstain from voting.
5. In justified cases, Supervisory Board resolutions may be adopted in writing. The Chairperson draws up the resolution and sends it to all Board Members subsequently, and informs them electronically or by telephone of the content and method of transmission of the resolution. The members of the Supervisory Board vote on the resolution while simultaneously affixing their signature thereon and indicating whether they vote for or against the resolution or abstain from voting.
6. Resolutions under the procedure set out in sec. 3–5 above may not be passed on the following matters:
 - electing the Chairperson and Deputy Chairperson of the Supervisory Board,
 - appointing, dismissing and suspending Management Board members.
7. With respect to the votes taken in the manner set out:
 - in sec. 3–4 above: Minutes are drawn up and signed together with the resolution at the next Supervisory Board meeting,
 - in sec. 5 above: minutes are drawn up and signed at the next Supervisory Board meeting.
8. Resolutions, including when adopted in writing or by e-mail, must be adopted by an absolute majority of votes, with the following attendance at the Supervisory Board meeting:
 - for five-member Boards: at least three Supervisory Board members,
 - for Boards with more than five members: at least three Supervisory Board members,
9. In the case of a tie vote, the Chairperson of the Supervisory Board has the casting vote.
10. Resolutions are numbered consecutively for the calendar year and signed by the Supervisory Board members present at the meeting.

Art. 8. Administrative management

1. The responsibility for providing administrative support for Supervisory Board meetings based on instructions received from the Chairperson of the Supervisory Board, as well as for keeping records of their proceedings, rests with the relevant organisational unit indicated in the Organisational Regulations of the Company.
2. Minutes of Supervisory Board meetings and resolutions are archived on paper and electronically.
3. The Company should also ensure that the Supervisory Board is able to make use of such professional independent advisory services as it deems necessary to exercise effective

supervision over the Company. The service provider is selected by the Supervisory Board, taking into account the financial situation of the Company.

Justification for resolution 23/VI/2023:

This resolution is of a procedural nature.

**Resolution no. 24/VI/2023 of
Ordinary General Shareholders Meeting of Apator Spółka Akcyjna of
28 June 2023**

on amending the Remuneration Policy for Members of the Management Board and the Supervisory Board of Apator S.A. with its registered office in Toruń.

Pursuant to Article 90e(4) of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies and Art. 14 (14) of the Company's Statute, it is resolved as follows:

1. **Art.1(1) of the Remuneration Policy**, reading as follows:

1. The remuneration policy for the members of the Management Board and the Supervisory Board of Apator S.A. is the internal document of Apator S.A. adopted in accordance with Art. 90d of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text, Dz.U. /Journal of Laws/ of 2019, item 623, as amended, hereinafter referred to as the **Act on Offerings**) by the Ordinary General Shareholders Meeting of Apator S.A. on 2 July 2020. (hereinafter referred to as the **Remuneration Policy**).

is amended to read as follows:

1.The remuneration policy for the members of the Management Board and the Supervisory Board of Apator S.A. is the internal document of Apator S.A. adopted in accordance with Art. 90d of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text, Dz.U. /Journal of Laws/ of 2022, item 2554, as amended, hereinafter referred to as the **Act on Offerings**) by the Ordinary General Shareholders Meeting of Apator S.A. on 2 July 2020. (hereinafter referred to as the **Remuneration Policy**), amended by the resolution of the Ordinary General Shareholders Meeting on 28 June 2023.

2. **Art.2(1) of the Remuneration Policy**, reading as follows:

1. **The basis for establishing and terminating a legal relationship with Members of the Management Board and paying their remuneration is:**

1. The basis for establishing a legal relationship with a Member of the Management Board and paying their remuneration is:

a. an employment contract concluded for a limited or indefinite period, or

- b. a contract of mandate (management contract) concluded for the duration of holding the position of a Member of the Management Board, or
- c. appointment to perform the function of a Member of the Management Board for the term of office of the Member of the Management Board.

is amended to read as follows:

2. The basis for establishing and terminating a legal relationship with Members of the Management Board and paying their remuneration is:

- 1. The basis for establishing a legal relationship with a Member of the Management Board and paying their remuneration is:
 - a. an employment contract concluded for a limited or indefinite period, or
 - b. a civil law contract, including a management contract concluded for the duration of holding the position of a Member of the Management Board, or
 - c. appointment to perform the function of a Member of the Management Board for the term of office of the Member of the Management Board, or
 - d. a civil law contract concluded with an entity cooperating with or employing a Member of the Management Board, or
 - e. another legally permissible form of cooperation.

3. Art.2(3) of the Remuneration Policy, reading as follows:

3. The final decision on the establishment of a legal relationship with a Member of the Management Board, its basis, the rights and obligations of the parties with regard to, inter alia, the termination of the legal relationship, as well as the principles of remuneration, are determined by the Supervisory Board of the Company in the form of a resolution to which a draft contract concluded with the Member of the Management Board is attached.

is amended to read as follows:

3. The final decision on the establishment of a legal relationship with a Member of the Management Board, its basis, the rights and obligations of the parties with regard to, inter alia, the termination of the legal relationship, as well as the principles of remuneration, are determined by the Supervisory Board of the Company in the form of a resolution to which a draft contract concluded with the Member of the Management Board or the entity cooperating with or employing the Member of the Management Board is attached.

4. Art.3(1)(4) of the Remuneration Policy, reading as follows:

4. The sole basis for remuneration of the Members of the Supervisory Board for performing their functions in the supervisory body are resolutions of the Shareholders Meeting. The principles of remuneration of a Member of the Supervisory Board may be set out in the resolution appointing a Supervisory Board Member or in a separate resolution.

is amended to read as follows:

4. The exclusive basis for the remuneration of Supervisory Board Members for performing their functions in the supervisory body are resolutions of the General Shareholders Meeting, with the proviso that in the event that the Supervisory Board delegates its Member to perform supervisory activities independently, the amount of remuneration is determined by resolution of the Supervisory Board. The principles of remuneration of a Member of the Supervisory Board may be set out in the resolution appointing a Supervisory Board Member or in a separate resolution.

5. Art.3(2)(1) of the Remuneration Policy, reading as follows:

2. Components of remuneration for members of the Supervisory Board

1. Member of the Supervisory Board receives remuneration in the form of a fixed monthly amount determined by resolution of the General Shareholders Meeting, irrespective of attendance at meetings of the Supervisory Board.

is amended to read as follows:

2. Components of remuneration for members of the Supervisory Board

1. Member of the Supervisory Board receives remuneration in the form of a fixed monthly amount determined by resolution of the General Shareholders Meeting, irrespective of attendance at meetings of the Supervisory Board. In the event of remuneration received by virtue of a resolution of the Supervisory Board, the Supervisory Board Member shall receive remuneration in the amount and on the dates specified in such resolution.

Justification for resolution 24/VI/2023:

According to Article 90e(4) of the Act on Offerings: A resolution on the remuneration policy must be adopted at least every four years. Any material changes to the remuneration policy

require its adoption by the General Shareholders Meeting by means of resolution. The Company believes it was necessary to amend the existing Remuneration Policy for Members of the Management Board and the Supervisory Board and adjust its provisions to practical needs.

**Resolution no. 25/VI/2023 of
Ordinary General Shareholders Meeting of Apator Spółka Akcyjna of
28 June 2023**

on adopting the consolidated text of the Remuneration Policy for Members of the Management Board and the Supervisory Board of Apator S.A. with its registered office in Toruń.

1. The Ordinary General Shareholders Meeting adopts the consolidated text of the Remuneration Policy for Members of the Company's Management Board and Supervisory Board as set out in the appendix hereto.
2. The resolution enters into force on the date of its adoption.

Appendix 1 to Resolution no. 25/VI/2023

**CONSOLIDATED TEXT
of the Remuneration Policy for the Members of the Management Board and the
Supervisory Board
Apator S.A. with its registered office in Toruń**

Art. 1.

Objectives of the Remuneration Policy and ways to achieve them

1. The remuneration policy for the members of the Management Board and the Supervisory Board of Apator S.A. is the internal document of Apator S.A. adopted in accordance with Art. 90d of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text, Dz.U. /Journal of Laws/ of 2022, item 2554, as amended, hereinafter referred to as the **Act on Offerings**) by the Ordinary General Shareholders Meeting of Apator S.A. on 2 July 2020. (hereinafter referred to as the **Remuneration Policy**), amended by the resolution of the Ordinary General Shareholders Meeting on 28 June 2023.
2. In particular, it sets out the rules for and manner of establishing and terminating legal relations with members of the Management Board and Supervisory Board, as well as the rules for determining their remuneration and its components.

3. The solutions adopted in the Remuneration Policy should contribute to the performance of the business strategy, long-term interests and stability of Apator S.A. (hereinafter also referred to as the "**Company**").

4. The objectives indicated in sec. 3 above are pursued primarily by:

a. adopting clear, predictable and common rules for the establishment of legal relations with members of the Management Board and the Supervisory Board as well as for their remuneration;

b. adhering to the Company's processes for entering into legal relationships with members of the Management Board and Supervisory Board;

c. introducing common remuneration principles for the entire group of employees and associates of the Company, in particular with regard to the timing of remuneration, as well as variable remuneration components and fringe benefits;

d. linking the variable remuneration components to the Company's financial performance, among other things;

e. enabling Management Board Members to acquire remuneration in the form of financial instruments;

f. responding flexibly to changes in the Company's financial situation or its business objectives by taking into account the needs and requests of the members of the Management Board and the Supervisory Board and being able to amend the Remuneration Policy or temporarily waive its application;

g. strict Supervisory Board supervision over the implementation of the Remuneration Policy;

h. involvement in the process of enacting and monitoring the implementation of the Remuneration Policy for the General Shareholders Meeting.

5. Detailed principles of establishing legal relations with the members of the Management Board and the Supervisory Board as well as their remuneration are established according to generally binding legal regulations and internal regulations of Apator S.A., in particular the Statute of Apator S.A., Regulations of General Shareholders Meeting, Regulations of the Supervisory Board and Regulations of the Management Board.

Art. 2.

1. Basis for establishing and terminating a legal relationship with Members of the Management Board and paying their remuneration. Remuneration of Members of the Management Board

1. The basis for establishing a legal relationship with a Member of the Management Board and paying their remuneration is:

- a. an employment contract concluded for a limited or indefinite period, or
- b. a civil law contract, including a management contract concluded for the duration of holding the position of a Member of the Management Board, or
- c. appointment to perform the function of a Member of the Management Board for the term of office of the Member of the Management Board, or
- d. a civil law contract concluded with an entity cooperating with or employing a Member of the Management Board, or
- e. another legally permissible form of cooperation.

2. The choice of the basis for establishing a legal relationship with the Member of the Management Board and the determination of their remuneration shall be determined through negotiations between the parties. These negotiations shall be conducted on behalf of the Company by the Supervisory Board or its proxy appointed by it from among the Members of the Supervisory Board.

3. The final decision on the establishment of a legal relationship with a Member of the Management Board, its basis, the rights and obligations of the parties with regard to, inter alia, the termination of the legal relationship, as well as the principles of remuneration, are determined by the Supervisory Board of the Company in the form of a resolution to which a draft contract concluded with the Member of the Management Board or the entity cooperating with or employing the Member of the Management Board is attached.

4. The Supervisory Board may establish different bases for the legal relationship for individual Members of the Management Board, and may also establish different rates of remuneration for individual Members of the Management Board for the management of the Company and direct management of the Organisational Division, but regardless of this, the principles for dividing the remuneration of a given Member of the Management Board into basic remuneration and variable remuneration must remain the same, regardless of the basis of the legal relationship applied.

5. The legal relationship with a Member of the Management Board may be terminated:

- a) at any time with the consent of its Parties;
- b) by a Member of the Management Board with a notice period resulting from the concluded contract, by way of relinquishment of their function;
- c) as a result of dismissal from office by the Supervisory Board, such dismissal to be treated as termination with notice under the contract;

d) without notice as provided for in Art. 52 and 53 of the Labour Code.

2. Financial components of remuneration attributable to Management Board Members

1. Irrespective of the basis applied for establishing legal relationship with the Member of the Management Board, the Member of the Management Board may receive from the Company a remuneration in cash for managing the Company consisting of two parts, i.e. the basic and variable remuneration.

2. When appointing a Member of the Management Board, the Supervisory Board shall determine - in a resolution appointing the Member of the Management Board or in a separate resolution - the basic elements of the remuneration in cash of the Member of the Management Board, including the amount of basic and variable remuneration.

3. A Member of the Management Board may also be granted additional benefits under the rules applicable to the Company's employees.

3. Basic remuneration of the Member of the Management Board

1. The Management Board member's basic remuneration is paid monthly in the amount specified in the Board's resolution and the document confirming the legal relationship.

2. Basic remuneration is payable on the date of payment to the Company's employees.

3. The amount of basic remuneration is determined by the Supervisory Board, taking into account the expectations of the Member of the Management Board, the company's achieved profit level and remuneration *benchmarks*.

4. Variable remuneration of the Member of the Management Board

1. Each member of the Company's Management Board may receive variable remuneration.

2. Variable remuneration represents up to 80% of the basic remuneration and is paid in the form of an annual bonus.

3. The payment of the annual bonus depends on the achievement of certain long-term management objectives by the individual Members of the Management Board and on the Company's performance. By the end of the first quarter of the year in question, the Supervisory Board sets targets and determines how they are to be accounted for.

4. The management objectives determining the amount of variable remuneration may include:

1. Financial objectives:

- EBITDA level
- net and gross profit level
- revenue value and trend
- *cash flow*

- other financial indicators

2. Non-financial objectives:

- implementing the Company's and Group's business strategy
- increasing business efficiency
- actively seeking business development opportunities
- active cooperation within the Group
- customer satisfaction level
- implementing the HR strategy
- implementing the CSR strategy
- environmental indicators

5. Payment of the variable remuneration follows the evaluation of the achievement of the objectives set by the Supervisory Board in the form of a resolution and the approval of the Company's financial statements by the General Shareholders Meeting.

6. The Company does not provide for the deferral of variable remuneration or the possibility to claim it back.

5. Additional non-cash benefits for Members of the Management Board

1. Each Member of the Company's Management Board may also receive additional non-cash benefits from the Company, under the principles applicable to the Company's employees, such as:

- contribution to the costs of renting an apartment,
- co-financing of benefits available to the Company's employees (multisport card and medical package, additional life and motor insurance),
- Employee Capital Plans (PPK),
- company car for private use.

2. The Company does not offer additional pension schemes.

3. The Company may grant remuneration to the members of the Management Board in the form of financial instruments. The right to receive such remuneration may be acquired by Board Members during the course of the legal relationship between them and the Company.

Art. 3.

Basis for establishing and terminating a legal relationship with Members of the Management Board. Remuneration of the Members of the Supervisory Board

1. Basis for establishing and terminating a legal relationship with Members of the Management Board and paying their remuneration

1. The basis for establishing a legal relationship with a member of the Supervisory Board is a resolution on their appointment to the Supervisory Board adopted by the Ordinary General Meeting. A member of the Supervisory Board is appointed for the duration of the joint term, which lasts for five consecutive full fiscal years.

2. A member of the Supervisory Board may be dismissed at any time by a resolution of the General Meeting.

3. Additionally, the mandate of a member of the Supervisory Board expires in other cases specified in the Commercial Companies Code and the Company's Articles of Association.

4. The exclusive basis for the remuneration of Supervisory Board Members for performing their functions in the supervisory body are resolutions of the General Shareholders Meeting, with the proviso that in the event that the Supervisory Board delegates its Member to perform supervisory activities independently, the amount of remuneration is determined by resolution of the Supervisory Board. The principles of remuneration of a Member of the Supervisory Board may be set out in the resolution appointing a Supervisory Board Member or in a separate resolution.

2. Components of remuneration for members of the Supervisory Board

1. Member of the Supervisory Board receives remuneration in the form of a fixed monthly amount determined by resolution of the General Shareholders Meeting, irrespective of attendance at meetings of the Supervisory Board. In the event of remuneration received by virtue of a resolution of the Supervisory Board, the Supervisory Board Member shall receive remuneration in the amount and on the dates specified in such resolution.

2. Members of the Supervisory Board may benefit from additional non-financial benefits provided for employees of the Company in accordance with the Company's internal documents. These are the benefits referred to in Art. 2 item 5 of the Remuneration Policy.

3. Members of the Supervisory Board shall be entitled to claim reimbursement of travel expenses in connection with the performance of their duties as members of the Supervisory Board.

4. The remuneration of the Members of the Supervisory Board is paid on the same date as the remuneration of the Company's employees.

5. The Company does not grant remuneration in the form of financial instruments to the Members of the Supervisory Board.

Art. 4.

Terms and conditions of employment and remuneration of the Company's employees other than the Members of the Management Board and the Members of the Supervisory Board and their transfer to the remuneration policy for the Members of the Management Board and the Members of the Supervisory Board

1. The Company's employees are primarily employed on the basis of an employment contract and, exceptionally, on the basis of a civil law contract or in the form of self-employment. Flexibility in this respect makes it possible for the Company to source the necessary experts from the labour market.
2. The Company's contracted employees are remunerated on the basis of the Corporate Collective Labor Agreement. Their remuneration, like that of the members of the Management Board, consists of three main elements: fixed (base) remuneration, variable remuneration and non-cash benefits and other financial allowances.
3. Employees' base salary is determined on the basis of a salary schedule, which is created on the basis of an analysis of market salary reports and the Company's financial situation. The remuneration of Employees, similarly to the Members of the Management Board, depends on two elements: the Company's financial capacity and market *benchmarks*.
4. The variable remuneration of Employees, like that of the Members of the Management Board, is paid in the form of a bonus and its payment depends both on the level of profit achieved by the Company and on the performance of individual Employees.

Art. 5.

Description of the decision-making process for establishing, implementing and reviewing the remuneration policy

1. The draft Remuneration Policy shall be prepared by and under the supervision of the Management Board.
2. In the process of preparing the Remuneration Policy, apart from the Members of the Management Board, the following participants are involved:
 - a. representatives of the HR department responsible for preparing data regarding, among other things, the basis for establishing legal relationships with the Members of the Management Board and the Supervisory Board, as well as components of their remuneration;
 - b. lawyers for the assessment of the legal formality of the Remuneration Policy, including its compliance with applicable laws and regulations;

- c. Members of the Supervisory Board with advisory and consultative powers.
3. The Management Board submits the agreed draft Remuneration Policy to the Company's General Meeting, which adopts a resolution to that effect.
4. Amendment of the Remuneration Policy shall be made in the same manner as its adoption.
5. A proposal to amend the Remuneration Policy may be submitted to the Company's Management Board by any Member of the Management Board or the Supervisory Board. A resolution to amend the Remuneration Policy shall be adopted by the General Meeting of the Company at its next session.
6. The Company's Management Board is responsible for the implementation of the Remuneration Policy.
7. Supervision of the implementation of the Remuneration Policy is exercised by the Supervisory Board.
8. The Supervisory Board also draws up remuneration reports and submits them to the General Meeting for its opinion. Art. 8 of the Remuneration Policy applies to remuneration reports.
9. The Supervisory Board reviews the existing Remuneration Policy at least once a year, taking into account in particular the long-term interests and stability of the Company as well as its financial performance. Data for the review of the Remuneration Policy, including in particular the remuneration of the members of the Management Board and the Supervisory Board for the relevant financial year is prepared by the HR department.
10. The General Meeting authorises the Supervisory Board to specify the elements of the Remuneration Policy within the limits determined by the General Meeting in this Remuneration Policy and in accordance with the relevant legal provisions regarding:
 - a) the description of fixed and variable remuneration components, as well as bonuses and other monetary and non-cash benefits that may be granted to members of the Management Board;
 - b) financial and non-financial criteria for the award of variable remuneration components, taking into account the provisions of Art. 2. section 4. points 4.4.1. and 4.4.2. of this Remuneration Policy;
 - c) remuneration in the form of financial instruments with an indication of the specific dates on which the Board Member may become entitled to receive remuneration in this form and the rules for the disposal of financial instruments.

Art. 6.

Description of measures taken to avoid or manage conflicts of interest relating to the Remuneration Policy

1. The Remuneration Policy is designed to ensure that conflicts of interest relating to remuneration are identified and appropriately mitigated.
2. One of the elements of the variable remuneration award process involves appropriate risk mitigation measures, such as a multi-level decision-making process and clear and transparent performance evaluation criteria.

Art. 7.

Temporary waiver of the Remuneration Policy

1. If necessary for the implementation of long-term interests and financial stability of the Company or to ensure its profitability, the Supervisory Board may, by resolution, decide on a temporary waiver of the Remuneration Policy
2. The resolution referred to in paragraph 1 above shall indicate, in particular, the reason for the waiver, the components of remuneration for which the waiver is introduced, and the period for which it has been adopted.
3. The Supervisory Board may at any time amend or revoke the resolution to temporarily waive the Remuneration Policy, indicating the reason for such amendment or revocation.
4. A resolution to temporarily waive the Remuneration Policy may be adopted at the request of any Member of the Management Board or the Supervisory Board or on the basis of a resolution of the Supervisory Board adopted on its own initiative.
5. The request referred to in paragraph 4 above shall state the reasons for the waiver, indicating at least the reason for the waiver, the elements of remuneration from which the waiver is to be made and the period for which the waiver should be made.
6. A resolution to temporarily waive the Remuneration Policy may not apply to remuneration claims arising prior to its adoption.
7. The Supervisory Board shall immediately inform the Company's Management Board if a resolution is adopted to temporarily waive the Remuneration Policy.

Art. 8.

Remuneration reports

1. The Supervisory Board prepares a remuneration report annually providing a comprehensive overview of the remuneration, including all benefits, received by individual members of the Management Board and Supervisory Board during the last financial year.
2. Members of the Company's Supervisory Board are responsible for the information contained in the remuneration report.
3. The remuneration report for each Member of the Management Board and Supervisory Board shall include, in particular:
 - 1) the amount of the total remuneration broken down into the components referred to in Art. 90d sec. 3 point 1 of the Act on Offerings, and the mutual proportions between the remuneration components;
 - 2) explanation of how the total remuneration complies with the adopted Remuneration Policy, including how it contributes to the long-term performance of the company;
 - 3) information on how the performance criteria were applied;
 - 4) Information on the change, on an annual basis, in the remuneration, company's results and the average remuneration of employees of the company who are not members of the Management Board nor the Supervisory Board, in the period of at least last five financial years, cumulatively, in a manner which allows comparisons;
 - 5) amount of remuneration from entities belonging to the same capital group within the meaning of the Accounting Act of 29 September 1994 (Dz.U /Journal of Laws/ of 2019 item 351, 1495, 1571, 1655 and 1680);
 - 6) number of granted or offered financial instruments and the main conditions for the exercise of rights from these instruments, including the price and date of exercise and their changes;
 - 7) information on the use of the option to demand the return of variable remuneration components;
 - 8) information on deviations from the procedure for implementing the remuneration policy and derogations applied pursuant to Art. 90f of the Offerings Act, including an explanation of the grounds and procedure, and an indication of the elements subject to exceptions.

Art. 9.

Application of the Remuneration Policy

1. The remuneration policy enters into force on the date specified in the resolution of the General Meeting.

2. A resolution on the Remuneration Policy must be adopted at least every four years.
3. The Company publishes on its website the content of the Remuneration Policy and the resolution on its approval, together with the date of its adoption and the results of the vote.

Justification for resolution 25/VI/2023:

The resolution is of a procedural nature.