

Resolution no. 18/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: assessment of the report of the Management Board on activity of Apator Group and Apator SA for the period from 1 January 2022 to 31 December 2022

1. Acting in accordance with Art. 382(3) of the Commercial Companies Code, (15) sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA made the assessment of the report on activity of Apator Group and Apator SA presented by the Management Board for the period from 1 January 2022 to 31 December 2022 and it states as follows:
 - the report submitted is clear, unambiguous and comprehensible,
 - the information contained in the Report of the Management Board is consistent with the information contained in the audited financial statements,
 - the report contains the description of all basic areas of activity of Apator SA in terms of events that occurred in 2022 and the description of subsidiaries and jointly controlled companies. The description of events comprehensively shows their impact on economic results obtained by Apator SA and companies in the group of companies,
 - the report reflects the actual situation at Apator SA and Apator Group in the reporting period, i.e. in 2022,
 - the report has been prepared in accordance with the legislation on public companies.
2. The Supervisory Board positively evaluates the report presented by the Management Board and requests the General Shareholders Meeting to consider and approve it.
3. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 19/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: assessment of the financial statement of Apator SA for the financial year 2022

1. Acting in accordance with Art. 382(3) of the Commercial Companies Code and (15) sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA made the assessment of the financial statement of Apator SA for 2022 prepared by the Management Board and audited by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k., comprising:
 - the statement of financial position prepared as at 31 December 2022, with total assets and liabilities amounting to PLN 534,265 thousand,
 - 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,
 - 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,
 - the statement of changes in equity showing a decrease in equity in the period from 1 January 2022 to 31 December 2022 by PLN 251 thousand,
 - notes to the separate financial statements, including a description of significant accounting policies and other explanatory information.
2. On the basis of the report and opinion of the auditor of PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k. with its registered office in Warsaw, entered on the list of entities authorised to audit financial statements under No. 144, and the Audit Committee's favourable opinion, the Supervisory Board concludes that the separate financial statement has been prepared in accordance with the applicable accounting policies, on the basis of properly maintained books of account. It complies in form and content with the applicable laws and the Company's Statute and presents fairly and clearly all information relevant to the assessment of the Company's assets and financial position as at 31 December 2022.
3. The Supervisory Board requests the General Shareholders Meeting to consider and approve the financial statement of Apator SA for the financial year 2022.
4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 20/2023
of the Supervisory Board of Apator SA of 31 May 2023

on: assessment of consolidated financial statements of Apator Group for the year 2022

1. Acting in accordance with Art. 382(3) of the Commercial Companies Code and (15) sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA made the assessment of the consolidated financial statement of Apator Group for 2022 prepared by the Management Board and audited by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k., comprising:
 - the consolidated statement of financial position prepared as at 31 December 2022, with total assets and liabilities amounting to PLN 1,042,047 thousand,
 - the consolidated statement of comprehensive income prepared for the period from 1 January 2022 to 31 December 2022 showing sales revenue in the amount of PLN 1,081,792 thousand, total comprehensive income in the amount of PLN 11,972 thousand and net profit in the amount of PLN 7,205 thousand,
 - the consolidated statement of cash flows showing in the period from 1 January 2022 to 31 December 2022 a decrease in net cash of PLN 7,852 thousand,
 - the statement of changes in consolidated equity showing a decrease in equity from 1 January 2022 to 31 December 2022 by an amount of PLN 12,127 thousand,
 - notes to the consolidated financial statements containing a description of significant accounting policies and other explanatory information.
2. On the basis of the report and opinion of the auditor of PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k. with its registered office in Warsaw, entered on the list of entities authorised to audit financial statements under No. 144, and the Audit Committee's favourable opinion, the Supervisory Board concludes that the consolidated financial statement has been prepared, in all relevant aspects, in accordance with the applicable accounting policies, on the basis of properly maintained books of account. It complies in form and content with the applicable laws and the Company's Statute and presents fairly and clearly all information relevant to the assessment of the Company's assets and financial position as at 31 December 2022.
3. The Supervisory Board requests the General Shareholders Meeting to consider and approve the consolidated financial statements of the Apator Group for the financial year 2022.
4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 21/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: statement on the operation of the Audit Committee

1. The Supervisory Board of Apator SA hereby declares that at Apator SA:
 - the rules on the appointment, composition and functioning of the Audit Committee are complied with, including that its members meet the independence criteria and the requirements for knowledge and skills in the industry in which the issuer operates; and in accounting or auditing of financial statements,
 - The Audit Committee performed all the tasks of the audit committee provided for in the applicable regulations.

2. The Resolution shall enter into force upon its adoption.

Legal basis: Art. 15 sec. 11 of the Statute of Apator SA

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 22/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: statement concerning the appointment of the audit firm

1. The Supervisory Board of Apator SA declares that:

- the entity authorised to audit the financial statements, PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k., which audited and reviewed the annual separate and consolidated financial statements, was selected in accordance with the provisions of law, including the procedure for the selection of the audit firm. The selection of the entity for auditing and review of statements was made by the Supervisory Board of Apator SA on 26 March 2021 based on the recommendation of the Audit Committee and in accordance with Art. 20 of the Statute of Apator SA, i.e. in a manner ensuring its independence in the performance of the tasks entrusted to it,
- PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. k. registered in the register of entities authorised to audit financial statements under KIBR [National Chamber of Statutory Auditors] no. KIBR 144, as well as members of its Management Board and statutory auditors performing audit activities for Apator SA and related entities met conditions to prepare impartial and independent report on audit of annual financial statement in accordance with binding regulations, standards of professional performance and principles of professional ethics,
- Apator SA complies with binding regulations related to the rotation of the auditing company and key auditor, as well as mandatory grace periods,
- Apator SA has a policy in place for the selection of an audit firm and a policy for the provision of additional non-audit services by an audit firm, an entity related to the audit firm or a member of its network, including services conditionally exempt from the prohibition concerning the provision of services by the audit firm.

2. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 23/2023
of the Supervisory Board of Apator SA of 31 May 2023
on: the distribution of profit of Apator SA for the financial year 2022

1. Acting in accordance with Art. 382(3) of the Commercial Companies Code and (15) sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA gives positive assessment of the proposal of the Management Board concerning the distribution of net profit for the financial year 2022 in the amount of PLN 25,593,156.05 in the following manner:
 - dividend PLN 9,794,121.90 , i.e. PLN 0.30 per share,
 - supplementary capital PLN 15,799,034.15.

1. The Supervisory Board gives a positive opinion to the proposal of the Management Board concerning the determination of the right to payment of dividend to shareholders holding shares of Apator SA on 1 August 2023 and the date of payment of dividend on 10 August 2023.

2. The Supervisory Board of Apator SA requests the General Shareholders Meeting to approve the presented proposal for profit distribution.

3. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 24/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the statement for the auditor in relation to assessment of the report on remuneration of the members of the Management Board and the Supervisory Board of Apator SA

1. The Supervisory Board of Apator SA hereby decides to make the statement for the auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt sp. k., with regards to the assessment of the Report on remuneration of the Members of the Management Board and the Supervisory Board for the year 2022, as set out in the appendix to this resolution.
2. The Supervisory Board authorises the Chairperson of the Supervisory Board, Mr Janusz Niedźwiecki, to sign this statement.
3. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

PricewaterhouseCoopers Polska Spółka
z ograniczoną odpowiedzialnością Audyt sp. k.
ul. Polna 11
00-633 Warsaw

Dear Sir or Madam,

This statement has been prepared in connection with the assessment of the Report on Remuneration of the Members of the Management Board and the Supervisory Board of Apator S.A. (hereinafter referred to as the "Company") for the financial year that ended on 31 December 2022 (hereinafter referred to as the "Remuneration Report"). The purpose of the assessment of the Remuneration Report was to formulate a conclusion as to whether the attached Remuneration Report contains, in all material respects, all the elements listed in Art. 90g(1) to (5) and (8) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Dz. U. /Journal of Laws/ of 2022, item 2554 - hereinafter the "Act on Public Offering")

We acknowledge our responsibility as a Supervisory Board for:

- (a) the Remuneration Report providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or payable to individual members of the Company's Management and Supervisory Boards during the financial years covered by the Remuneration Report, in accordance with the remuneration policy and the provisions of the Act on Public Offering;
- (b) the selection and application of appropriate methods for the preparation of financial data and non-financial information and the design, implementation and maintenance of internal control systems and processes to ensure the preparation of a Remuneration Report that is free from material misstatements and meets the applicable requirements.

To the best of our knowledge and belief, we confirm the following statements:

- 1 The Remuneration Report in respect of each Member of the Company's Management Board and Supervisory Board shall include, in particular:
 - 1.1 the amount of the total remuneration, broken down into the components referred to in Art. 90d sec. 3 point 1 of the Act on Public Offering, and the mutual proportions between these components of the remuneration. The mutual proportions between the components of remuneration were set correctly;
 - 1.2 a proper and comprehensive explanation of how the total remuneration is consistent with the remuneration policy adopted, including how it contributes to the long-term performance of the company;
 - 1.3 information on how the performance criteria were applied;
 - 1.4 information on the change, on an annual basis, in remuneration, in the results of the group of companies to which the Company belongs and in the average remuneration of the Company's employees who are not members of the Company's Management or Supervisory Boards, over at least the last five financial years, cumulatively, in a manner that allows comparison;
 - 1.5 the amount of remuneration from entities belonging to the same group of companies within the meaning of the Accounting Act of 29 September 1994 (dz. U. /Journal of Laws/ of 2023, item 120). Apart from the remuneration disclosed in the Remuneration Report, there are no other benefits to the Company's Supervisory Board and Management Board Members from entities belonging to the same group of companies;

- 1.6 we declare that there are no benefits for the members of the Supervisory Board and the Management Board of the Company in the form of financial instruments;
- 1.7 during the period covered by the Remuneration Report, there was no request for the return of variable remuneration components;
- 1.8 we declare that there were no deviations from the procedure for implementation of the remuneration policy or deviations applied pursuant to Art. 90f of the Act on Public Offering, temporary deviations from the company's remuneration policy;
- 2 Where necessary, information concerning the financial years for which the Supervisory Board was not obliged to prepare a Remuneration Report was provided on the basis of estimates, and this was clearly indicated in the Remuneration Report.
- 3 We are aware that the personal data of the Members of the Management Board and Supervisory Board of the Company, as referred to in Art. 9 Processing of special categories of personal data sec. 1 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation) (Official Journal of the EU L 119 of 4 May 2016, p. 1, as amended), is not included in the Remuneration Report. And we believe that the Remuneration Report meets these requirements.
- 4 Immediate relatives and household members (such as; spouses, ascendants, descendants, siblings, relations in the same line or of the same degree, persons in an adoptive relationship and their spouses, as well as persons in cohabitation) of the members of the Supervisory Board and the Management Board of the Company do not receive or have been granted any pecuniary or non-pecuniary benefits.
- 5 We have provided you with:
 - 5.1 access to all information such as; employment contracts with annexes and appendices, contracts, agreements and other documents constituting the basis for granting benefits to the members of the Supervisory Board and the Management Board of the Company;
 - 5.2 resolutions of the General Shareholders Meeting and of the Supervisory Board of the company
 - 5.3 the remuneration policy and the procedure for implementing the remuneration policy and the bonus regulations
 - 5.4 unrestricted access to employees of the Company for whom you have determined that it is necessary to obtain records from them for the purpose of evaluating the Remuneration Report.
- 6 There were no:
 - 6.1 irregularities caused by the Company's management or employees with a significant role in the internal control system, nor irregularities caused by other employees that could have a material impact on the Remuneration Report;
- 7 We have disclosed to you all material facts relating to any instances of fraud and abuse or suspected fraud and abuse known to us (reported to us by employees, former employees, analysts, regulators, etc.) that could affect the Company, which concern:
 - management;
 - employees with a significant role in internal control;
 - other persons in the case of whom fraud may materially affect the Remuneration Report.

- 8 The Remuneration Report contains no material errors or omissions. We consider that the omitted information and the impact of uncorrected errors occurring in the remuneration report, as discovered by you during your assessment, is immaterial, both individually and cumulatively, in terms of the Remuneration Report as a whole.
- 9 There are no other material obligations, either actual or contingent, for the benefit of the Members of the Supervisory Board and Management Board of the Company to be fulfilled by the Company or companies belonging to the group of companies the Company is a part of, or for the benefit of the immediate relatives and household members of the Members of the Supervisory Board and Management Board of the Company which should be disclosed. Furthermore, we are not aware of any claims that have been brought or may be brought by Members of the Supervisory Board and the Management Board of the Company including former Members of the Supervisory Board and the Management Board of the Company, including court or arbitration cases, which could lead to obligations on the part of the Company to provide benefits to these Members of the Supervisory Board and the Management Board of the Company including former Members of the Supervisory Board and the Management Board of the Company. Also, our lawyers have not notified us of any matters either during or after the financial year to the date of this statement.
- 10 Apart from the schemes already presented to you, which are adequately disclosed in the Remuneration Report, the Company does not have any bonus or other benefit schemes that could require it to make payments of amounts based on seniority.
- 11 Apart from those disclosed in the Remuneration Report, there are no options or share repurchase agreements, shares reserved for options, warrants, conversions or other such obligations;
- 12 No events have occurred between the last day of the period for which the Remuneration Report is prepared and the date of this statement that would have a material effect on the Remuneration Report.
- 13 We assessed transactions with parties related to the members of the Company's Management Board and Supervisory Board to determine whether they did not in fact contain a consideration arising from the function or position held by the member of the Company's Management Board or Supervisory Board, and which transactions were concluded on other than arm's length terms. We did not identify the existence of any such transactions or those concluded on other than arm's length terms with related parties.

Janusz Niedźwiecki
Chairperson of the Supervisory Board, on behalf of the Supervisory Board composed of:

Danuta Guzowska
Mariusz Lewicki
Janusz Marzygliński
Marcin Murawski
Kazimierz Piotrowski
Tadeusz Sosgórnik

Ostaszewo, 31 May 2023

Resolution no. 25/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the report on the remuneration of the members of the Management Board and the Supervisory Board for the year 2022

1. The Supervisory Board of Apator SA adopts the Report on Remuneration of the Members of the Management Board and the Supervisory Board for the year 2022, as set out in the appendix to this resolution.
2. The Remuneration Report was prepared in accordance with Art. 90g of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies and was assessed by PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt sp. k.
3. The Supervisory Board authorises the Chairperson of the Supervisory Board, Mr Janusz Niedźwiecki, to sign the aforementioned Report.
4. The Supervisory Board decides to submit the Report to the Ordinary General Shareholders Meeting and request its opinion.
5. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 26/2023
of the Supervisory Board of Apator SA of 31 May 2023
on: the report on the activities of the Supervisory Board in 2022

1. The Supervisory Board of Apator SA adopts the Report on its activities in 2022 constituting an appendix to this resolution.
2. The Supervisory Board authorises the Chairperson of the Supervisory Board, Mr Janusz Niedźwiecki, to sign the aforementioned Report.
3. The Supervisory Board decides to submit the Report to the Ordinary General Shareholders Meeting, to request that it be considered and approved, and to grant acknowledgement of the fulfilment of duties by all Supervisory Board Members serving in the financial year of 2022.
4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 27/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the request for granting the acknowledgement of the fulfilment of duties by the members of the Management Board of Apator SA

1. The Supervisory Board, acting under Art. 15 sec. 11 of the Statute of Apator SA, requests the General Shareholders Meeting to grant the acknowledgement of the fulfilment of duties by all the Members of the Management Board of Apator SA in the financial year 2022.
2. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 28/2023

of the Supervisory Board of Apator SA of 31 May 2023

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

1. The Supervisory Board of Apator SA gives a positive opinion on the termination of the Programme for the repurchase of own shares for their redemption and reduction of share capital adopted by the Resolution No. 32/VI/2022 of the Ordinary General Shareholders Meeting of 28 June 2022. No shares were purchased by the Company for redemption under the above Programme.
2. The Supervisory Board of Apator SA gives a positive opinion on:
 - the liquidation of the Share Redemption Fund, which was intended to finance the Share Repurchase Programme,
 - the transfer of PLN 10 million from this Fund to the Company's supplementary capital.
3. The Supervisory Board requests the General Shareholders Meeting to resolve to terminate the Programme indicated in point 1 and to liquidate the Share Redemption Fund indicated in point 2.
4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 29/2023

of the Supervisory Board of Apator SA of 31 May 2023

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

1. The Supervisory Board of Apator SA gives a positive opinion on the proposal of the General Shareholders Meeting to confirm its exclusive competence to conclude the contract of sale of the real estate located in Łódź, which is the subject of the preliminary contract of sale of 22 December 2022 concluded between Apator SA and Murapol Real Estate SA.
2. The General Shareholders Meeting's adoption of the resolution is motivated by the request of Murapol Real Estate SA and the provisions under the preliminary sale contract.
3. The Supervisory Board of Apator SA requests the General Shareholders Meeting to adopt a resolution on the above issue.
4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 30/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the opinion on amendments to the Statute of Apator SA and adoption of the consolidated text of the Statute of the Company

1. Acting in accordance with Art. 15 sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA gives positive opinion to the proposal of the Management Board concerning the introduction of the following amendments to the Statute of the Company:

1.1 Amendment of Art. 7 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.

1.2 Amendment of Art. 14 sec. 14 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 Ordinary 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.

1.3 Amendment of Art. 15 sec. 11 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 380⁽¹⁾ 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.

2. Acting in accordance with Art. 15 sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA gives positive opinion to the proposal of the Management Board concerning the introduction of new below mentioned provisions to the Statute of the Company:

2.1. Adding section 18 to section 14 which reads as follows:

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 SA.

2.2. Adding section 17 to section 15 which reads as follows:

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.

2.3. Adding section 18 to section 15 which reads as follows:

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.

3. The Supervisory Board of Apator SA requests the General Shareholders Meeting to approve the amendments to the Statute of Apator SA proposed by the Management Board of the Company.
4. The Supervisory Board gives a favourable opinion on the proposal to adopt the consolidated text of the Company's Statute attached hereto.
5. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.
The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 31/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the opinion on the amendments to the Regulations of the Supervisory Board of Apator SA and the adoption of the consolidated text

1. Acting in accordance with Art. 15 sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA gives positive opinion on the proposal concerning the introduction of new wording of the following articles of the Regulations of the Supervisory Board:

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 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(31) 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 President of the Board.
10. The Supervisory Board may convene a General Shareholders Meeting in the cases specified in the Commercial Companies Code.

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,
 - the 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 meetings of the Supervisory Board 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.
2. The Supervisory Board of Apator SA, acting in accordance with Art. 15 sec. 11 of the Statute of Apator SA, gives positive opinion on the proposal concerning the introduction in the Regulations of the Supervisory Board in Art. 2 sec. 7 that reads as follows:
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.
3. The Supervisory Board of Apator SA requests the General Shareholders Meeting to approve the indicated amendments to the Regulations of the Supervisory Board and to adopt the consolidated text of the Regulations of the Supervisory Board.
 4. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik

Resolution no. 32/2023

of the Supervisory Board of Apator SA of 31 May 2023

on: the Remuneration Policy for the members of the Management Board and the Supervisory Board

1. Acting in accordance with Art. 15 sec. 11 of the Statute of Apator SA, the Supervisory Board of Apator SA gives positive opinion on the proposal of the Management Board regarding the change of the following provisions of the remuneration policy for the members of the Management Board and the Supervisory Board:

Art. 1 sec. 1 - proposed wording:

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.

Art. 2 sec. 1 - proposed wording:

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.

Art. 2 sec. 3 - proposed wording:

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.

Art. 3 sec. 1 point 4 - proposed wording:

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.

Art. 3 sec. 2 point 1 - proposed wording:

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 receives remuneration in the amount and on the dates specified in such resolution.

2. The Supervisory Board of Apator SA requests the General Shareholders Meeting to approve the changes indicated and to adopt the consolidated text of the Remuneration Policy for the Members of the Management Board and the Supervisory Board.

5. The Resolution shall enter into force upon its adoption.

There were 7 votes in favour, 0 abstentions and 0 votes against.

The Resolution was adopted.

Janusz Niedźwiecki

Mariusz Lewicki

Janusz Marzygliński

Danuta Guzowska

Kazimierz Piotrowski

Marcin Murawski

Tadeusz Sosgórnik