

**Resolution No. 11/2024**

**of the Supervisory Board of Apator SA of 25 April 2024**

**on: assessment of the report of the Management Board on activity of Apator Group and Apator SA for the period from 1 January 2023 to 31 December 2023**

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1. Acting in accordance with Article 382 sec. 3 of the Commercial Companies Code, Article 15 sec. 11 of the Articles of Association 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 2023 to 31 December 2023 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 2023 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 the Apator Group in the reporting period, i.e. in 2023,
  - 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. 12/2024

### of the Supervisory Board of Apator SA of 25 April 2024

#### on: assessment of the financial statements of Apator SA for the financial year 2023

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1. Acting pursuant to Article 382 sec. 3 of the Commercial Companies Code, and Article 15 sec. 11 of the Articles of Association of Apator SA, the Supervisory Board of Apator SA made the assessment of the financial statements of Apator SA for 2023 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 2023, with total assets and liabilities amounting to PLN 520,979 thousand,
  - the statement of comprehensive income prepared for the period from 1 January 2023 to 31 December 2023 showing sales revenue of PLN 479,177 thousand, total comprehensive income of PLN 34,672 thousand and net profit of PLN 34,615 thousand,
  - the statement of cash flows showing, for the period from 1 January 2023 to 31 December 2023, an increase in net cash by the amount of PLN 1,395 thousand,
  - the statement of changes in equity showing an increase in equity
  - in the period from 1 January 2023 to 31 December 2023 by PLN 18,348 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 statements have been prepared in accordance with the applicable accounting policies, on the basis of properly maintained books of account. The separate financial statements comply in form and content with the applicable laws and the Company's Articles of Association and present fairly and clearly all information relevant to the assessment of the Company's assets and financial position as at 31 December 2023.
3. The Supervisory Board requests the General Shareholders Meeting to consider and approve the financial statements of Apator SA for the financial year 2023.
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. 13/2024**  
**of the Supervisory Board of Apator SA of 25 April 2024**

**on: assessment of consolidated financial statements of Apator Group for the year 2023**

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1. Acting pursuant to Article 382 sec. 3 of the Commercial Companies Code, and Article 15 sec. 11 of the Articles of Association of Apator SA, the Supervisory Board of Apator SA made the assessment of the consolidated financial statements of the Apator Group for 2023 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 2023, with total assets and liabilities amounting to PLN 975,198 thousand,
  - the consolidated statement of comprehensive income prepared for the period from
  - 1 January 2023 to 31 December 2023, showing sales revenue
  - in the amount of PLN 1,137,174 thousand, total comprehensive income in the amount of PLN 14,391 thousand and net profit in the amount of PLN 8,504 thousand,
  - the consolidated statement of cash flows showing in the period from
  - 1 January 2023 to 31 December 2023 a decrease in net cash of PLN 6,041 thousand,
  - the statement of changes in consolidated equity showing a decrease in equity from 1 January 2023 to 31 December 2023 of PLN 125 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 statements have been prepared, in all material respects, in accordance with the applicable accounting policies, on the basis of properly maintained books of account. The consolidated financial statements comply in form and content with the applicable laws and the Company's Articles of Association and present fairly and clearly all information relevant to the assessment of the Company's assets and financial position as at 31 December 2023.
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 2023.
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. 14/2024**

**of the Supervisory Board of Apator SA of 25 April 2024**

**on: statement on the operation of the Audit Committee**

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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 regarding the possession of 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: Article 70 sec. 1 point 8) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information delivered by issuers of securities and the conditions for recognising as equivalent the information required by the laws of a non-member state*

*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. 15/2024

### of the Supervisory Board of Apator SA of 25 April 2024

#### on: statement concerning the appointment of the audit firm

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1. The Supervisory Board of Apator SA declares that:

- the entity authorised to audit 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 Article 20 of the Articles of Association 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 statements in accordance with binding regulations, standards of professional performance and principles of professional ethics,
- Apator SA complies with the binding regulations related to the rotation of the audit firm and the key statutory auditor and the obligatory 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.

*Legal basis: Article 70 sec. 1 point 7) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information delivered by issuers of securities and the conditions for recognising as equivalent the information required by the laws of a non-member state*

*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. 20/2024**  
**of the Supervisory Board of Apator SA of 28 May 2024**  
**on: the distribution of profit of Apator SA for the financial year 2023**

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1. Acting pursuant to Article 382 sec. 3 of the Commercial Companies Code, and Article 15 sec. 11 of the Articles of Association 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 2023 in the amount of PLN 34,615,166.19 in the following manner:
  - dividends PLN 13,058,829.20, i.e. PLN 0.40 per share,
  - supplementary capital PLN 21,556,336.99
  
1. In regard to the advance payment for the expected dividend from the profit for 2023 in the amount of PLN 0.20 gross per share, the Supervisory Board gives a positive opinion to the proposal of the Management Board concerning the payment of the remaining part of the dividend in the total amount of PLN 6,529,414.60, i.e. in the amount of PLN 0.20 per share on 11 July 2024, as well as the proposal to establish the right to distribute the remaining part of the dividend to the shareholders holding the shares of Apator SA on 4 July 2024.
  
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. 22/2024**

**of the Supervisory Board of Apator SA of 28 May 2024**

**on: the report on the remuneration of the members of the Management Board and the Supervisory Board for the year 2023**

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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 2023, as set out in the appendix to this resolution.
2. The Remuneration Report was prepared in accordance with Article 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. 23/2024**  
**of the Supervisory Board of Apator SA of 28 May 2024**  
**on: the report on the activities of the Supervisory Board in 2023**

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1. The Supervisory Board of Apator SA adopts the Report on its activities in 2023 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 2023.
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. 24/2024**

**of the Supervisory Board of Apator SA of 28 May 2024**

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

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1. The Supervisory Board, acting under Article 15 sec. 11 of the Articles of Association 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 2023.
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. 25/2024**

### **of the Supervisory Board of Apator SA of 28 May 2024**

#### **on: the opinion on amendments to the Articles of Association of Apator SA and adoption of the consolidated text of the Articles of Association of the Company**

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1. Acting in accordance with Article 15 sec. 11 of the Articles of Association 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 Articles of Association of the Company:

1.1 Amendment of Article 6 sec. 5 as follows:

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,
- Works related to the construction of telecommunication and electric power lines, PKD 42.22.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,
- Other credit granting, PKD 64.92.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

#### 1.2 Amendment of Article 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 7,326,515 (seven million three hundred and twenty-six thousand five hundred and fifteen) A series registered shares and 25,320,558 (twenty-five million three hundred and twenty thousand five hundred and fifty-eight) A, B and C series bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

#### 1.3 Amendment of Article 15 sec. 11 as follows:

The Supervisory Board decides on all matters which, under the law and these Articles of Association, 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 sec. 3<sup>1</sup> of the Commercial Companies Code, 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<sup>1</sup> 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 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. The Supervisory Board of Apator SA requests the General Shareholders Meeting to approve the amendments to the Articles of Association of Apator SA proposed by the Management Board of the Company.
  3. The Supervisory Board gives a favourable opinion on the proposal to adopt the consolidated text of the Company's Articles of Association attached hereto.
  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. 26/2024**

### **of the Supervisory Board of Apator SA of 28 May 2024**

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

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1. Acting in accordance with Article 15 sec. 11 of the Articles of Association of Apator SA, the Supervisory Board of Apator SA gives positive opinion on the proposal concerning the introduction of new wording of the Regulations of the Supervisory Board 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 Articles of Association 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. Pursuant to Art. 15 sec. 11 of the Articles of Association of Apator S.A., 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 sec. 3<sup>1</sup> of the Commercial Companies Code, 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<sup>1</sup> 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 a statutory auditor to audit the financial statements, including giving at least one week's notice to the key statutory auditor of the date of the meeting to deal with the matters listed in sec. 9 points 1 to 3 of this paragraph,
  - 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 incurrence 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 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 Article 90d sec. 3 point 1, sec. 4 points 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.
2. 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.

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