

## **The announcement of Executive Board of "APATOR" Joint Stock Company with headquarters in Torun of calling of Ordinary General Shareholders Meeting**

The Executive Board of Apator SA with the headquarters in Toruń at Żółkiewskiego 21/29 being registered in the Register of Enterprises of the National Court Register under number KRS 000056456, records are stored at District Court in Toruń, VII Economy Department of the National Court Register, Tax Identification Number 879 016 68 96, with share capital in amount of 3.510.702,80 PLN paid in total, acting based on art. 399 § 1 and 402 1 § 1 of the Polish Commercial Companies Code and §14 point 3 of the Statute of the Company announces that it calls on the 18th June 2012 at 16.00 the Ordinary General Shareholders Meeting of Apator SA that will be held in "APATOR" S.A., Center, Ostaszewo 57C, 87 - 148 Łysomice, in Kujawy and Pomerania Province.

### **AGENDA OF ORDINARY GENERAL SHAREHOLDERS MEETING**

1. Opening of the Ordinary General Shareholders Meeting
2. Selection of Chairman of the Ordinary General Shareholders Meeting
3. Statement on correctness of calling of the Ordinary General Shareholders Meeting and its ability to adopt the resolutions
4. Selection of vote counting commission
5. Approval of the Agenda of the Ordinary General Shareholders Meeting
6. Consideration and approval of the Report of the Executive Board on Activity of Apator SA for the period since the 1st January 2011 till the 31st December 2011 and the Report of the Executive Board on Activity of Grupa Apator for the period since the 1st January 2011 till 31st December 2011
7. Consideration and approval of the financial statement of Apator SA for the financial year 2011 and consolidated financial statement of Grupa Apator for the financial year 2011
8. Granting votes of approval to the members of the Executive Board of the performance of their duties in 2011.
9. Consideration and approval of the report of the Supervisory Board for the period since the 1st January 2011 till the 31st December 2011
10. Granting votes of approval to the members of the Supervisory Board of the performance of their duties in 2011.
11. Profit distribution of the Company for financial year 2011
12. Adoption of the resolution on the redemption of 2.000.000 bearer shares
13. Adoption of the resolution on reduction of the share capital related to the redemption of shares.
14. Adoption of the resolution on closing the programme for gratuitous acquisition of shares for their redemption without remuneration and reduction of the share capital dated 23rd January 2012
15. Amendment to § 7 of the Statutes of APATOR SA
16. Acceptance of unified text of the Statutes of the Company
17. Amendments to the Regulations of General Shareholders Meetings of APATOR SA
18. Consent to gratuitous acquisition of own shares for their redemption without remuneration
19. Establishment of the programme for gratuitous acquisition of own shares for their redemption and reduction of share capital
20. Miscellaneous
21. Closing the Meeting

The Executive Board of Apator SA announces suggested amendments to the Statute of Apator SA:

current § 7 of the Statutes of "APATOR" SA with wording:

Share capital of the Company is 3.510.702,80 PLN (three million five hundred and ten thousand and seven hundred and two zloty and 80/100) and it is divided into 7.774.492 (seven million and seven hundred seventy four thousand and four hundred ninety two) registered shares of A series and 27.332.536 (twenty seven million and three hundred thirty two thousand and five hundred thirty six) bearer shares of A, B and c series of nominal value of 0,10 PLN (ten gros) each.

suggested wording of § 7 of the Statute of Apator SA:

Share capital of the Company is 3.310.702,80 PLN (three million three hundred and ten thousand and seven hundred and two zloty and 80/100) and it is divided into 7.774.492 (seven million and seven hundred seventy four thousand and four hundred ninety two) registered shares of A series and 25.332.536 (twenty five million and three hundred thirty two thousand and five hundred thirty six) bearer shares of A, B and c series of nominal value of 0,10 PLN (ten gros) each.

Based on art 402<sup>2</sup> of the Polish Commercial Companies Code, the Company announces information regarding the participation in the Ordinary General Shareholders Meeting of Apator SA.

## **REGISTRATION DAY OF PARTICIPATION IN ORDINARY GENERAL SHAREHOLDERS MEETING**

Registration day of participation in Ordinary General Shareholders Meeting in accordance with art 406<sup>1</sup> § 1 of the Polish Commercial Companies Code falls on sixteen days prior the date of Ordinary General Shareholders Meeting to be held that is on 2nd June 2012 ("Registration day").

## **RIGHT TO PARTICIPATION IN ORDINARY SHAREHOLDERS MEETING**

The Executive Board of the Company informs that the right to participate in Ordinary General Shareholders Meeting according to art 406<sup>1</sup> i 406<sup>2</sup>, of the Polish Commercial Companies Code have exclusively the persons being the shareholders of APATOR SA on Registration day that is:

- the shareholders entitled based on bearer shares who on sixteen days prior the date of Ordinary General Shareholders Meeting to be held (that is on the 2nd June 2012) will have on their account of securities recorded bearer shares of the Company and not earlier than hereby announcement appears on calling of Ordinary General Shareholders Meeting and not later than till the 4th June 2012 (exclusive) they will apply to the entity of security account with the demand to issue the certificate confirming the right to participate in the Ordinary General Shareholders Meeting.
- shareholders entitled based on registered shares if they are entered in share book on the registration day of participation in Ordinary General Shareholders Meeting that is on the 2nd June 2012.

The list of shareholders entitled to participate in Ordinary General Shareholders Meeting is established by Apator SA based on registered share book and the list of bearer shares available by the National Depository of Securities SA. The list is established based on information transferred by entities of security accounts of shareholders based on nominal certificates confirming the right to participate in Ordinary General Shareholders Meeting.

The shareholders entitled based on bearer shares are recommended to take the nominal certificate issued confirming the right to participate in Ordinary General Shareholders Meeting in order to possible presentation it at the meeting.

The list of shareholders entitled to participate in Ordinary General Shareholders Meeting will be displayed in the Office of the Executive Board of the Company in Ostaszewo 57C, 87-148 Łysomice, in Kujawy and Pomerania Province since 9.00 till 15.00 hours for three weekdays prior the Ordinary General Shareholders Meeting to be held that is since the 13rd June 2012 till the 15th June 2012.

The shareholder is allowed to review the list of shareholders in the premises of the office of the Executive Board in Ostaszewo 57C, 87-148 Łysomice, in Kujawy and Pomerania Province and demand to get the copy of it against payment. The shareholder is allowed to demand to send the list of shareholders by e-mail free of charge, giving its e-mail address the list should be sent to. Such demand to send the List of Shareholders by electronic mail should be sent to e-mail address of the Company [ri@apator.com.pl](mailto:ri@apator.com.pl) in PDF or JPG. Such demand should be made in writing and signed by the shareholder or persons authorized to represent the shareholder,

and moreover in case of:

- shareholders being the natural persons - should submit copy of the document confirming the identity of a shareholder (if the demand is being submitted via electronic mail),
- shareholders being legal persons or partnerships – the entitlement for acting on behalf of that entity should be proved by the submission of current extract from the National Court Register or other register,

- submission of the demand by the plenipotentiary - the demand should be accompanied by the authorization signed by the shareholder (possibly set of authorisations) and copy of the document proving the identity of the person who signs the demand and in case of plenipotentiary different to natural person – the copy of the extract from appropriate register, proving the authorisation of the person who signed the document to act on behalf of plenipotentiary.

## **RIGHT OF SHAREHOLDER TO DEMAND APPROPRIATE ISSUES TO BE ENTERED IN AGENDA OF ORDINARY GENERAL SHAREHOLDERS MEETING**

The shareholder or shareholders representing at least one twentieth part of share capital are entitled to demand to enter appropriate issues in the agenda of the Ordinary General Shareholders Meeting (art 401 § 1 of the Polish Commercial Companies Code). The demand should be submitted to the Executive Board of the Company not later than on 21 days prior the date of Ordinary General Shareholders Meeting that is the 28th May 2012. The demand should include justification or draft of resolution concerning suggested point to be in agenda. Project should be accompanied by justification. The demand can be submitted in writing in the "APATOR"SA at Centrum, Ostaszewo 57C, 87-148 Łysomice, in Kujawy and Pomerania Province or sent by email to the address [ri@apator.com.pl](mailto:ri@apator.com.pl).

The holding of appropriate number of shares by shareholder/shareholders on the day of submission of the demand is proved:

- by the entry in share book for registered shares
- by nominal certificate enclosed proving the right to participate in Ordinary Shareholders Meeting or other equivalent one had issued by the entity of securities account where the shares are recorded for bearer shares of the Company

and moreover in case of:

- shareholders being natural persons - are obligated to enclose a copy of the document proving the identity of the shareholder (in case when the demand has been submitted by e-mail),
- shareholders being legal persons or partnerships - are obliged to prove the entitlement for acting on behalf of the entity by enclosing valid copy of excerpt from the National Court Register or other register,
- the demand made by plenipotentiary - the entitlement signed by the shareholder will be enclosed to such demand and a copy of identity document of the person who signs the demand and in case of plenipotentiary other than natural person – copy of excerpt from appropriate register or other document proving the entitlement of person who signed the document to act on behalf of the plenipotentiary.

The letters with the above mentioned demands, signed by a shareholder or its plenipotentiary and all the documents enclosed by a shareholder to the above mentioned letters, sent by electronic mail should be scanned and attached to the file in PDF and JPG format.

## **THE RIGHT OF SHAREHOLDER TO SUBMIT DRAFTS OF RESOLUTIONS**

Shareholder or shareholders representing at least one twentieth part of share capital are allowed to submit in writing prior the date of the Ordinary General Shareholders Meeting to Apator SA in Centre, at Ostaszewo 57C, 87-148 Łysomice, in Kujawy and Pomerania Province or by e-mail to the address: [ri@apator.com.pl](mailto:ri@apator.com.pl) , drafts of the resolutions regarding the issues being in the agenda of Ordinary General Shareholders Meeting or issues to be entered in the agenda of the meeting.

The submission mentioned above of shareholder/shareholders of bearer shares should be completed with the nominal deposit certificate or the certificate of the right of participation in Ordinary Shareholders Meeting issued by the entity of securities account where the shares of the Company are recorded. The possession by shareholder/shareholders the suitable number of shares on the day of submission:

- for registered shares it results of the records in the share book
- for bearer shares it is indicated by nominal certificates of the right of participation in Ordinary Shareholders Meeting enclosed by shareholder/shareholders or other document equivalent to the certificate issued by the entity of securities account where the bearer shares of the Company are recorded

and moreover in case of:

- shareholders being natural persons - the copy of the document proving the identity of the shareholder should be attached (if the demand is submitted by e-mail)
- shareholders being legal persons or partnerships are obliged to prove the entitlement to act on behalf of the entity by enclosing a copy of excerpt from the National Court Register or other register
- submission the demand by plenipotentiary - enclose the power of attorney to such demand signed by the shareholder (alternatively the set of power of attorney) and a copy of the document proving the identity of a person who signed such a demand and in case of plenipotentiary other than natural person – a copy of excerpt from appropriate register or other document proving the entitlement of person who signed the document to act on behalf of the plenipotentiary

Letters including above mentioned demands and signed by shareholder or its plenipotentiary and all the documents enclosed by shareholder to the above letters sent by e-mail to the Company should be scanned to a file in PDF or JPG format.

## **RIGHT TO SUBMIT DRAFTS OF RESOLUTIONS REGARDING THE ISSUES IN THE AGENDA DURING ORDINARY GENERAL SHAREHOLDERS MEETING**

In accordance with art 401 § 5 of the Polish Commercial Companies Code everyone of the shareholders during Ordinary General Shareholders Meeting is allowed to submit drafts of resolutions concerning the issues that had been entered in the agenda of the meeting.

### **Electronic communication of shareholders with “APATOR SA”**

Within the limits specified by the regulations of the Polish Commercial Companies Code, the shareholders are allowed to contact with the Company by use of electronic means of communication.

The communication of shareholders with “APATOR SA” via electronic means is performed by use of electronic address [ri@apator.com.pl](mailto:ri@apator.com.pl).

Risk concerning the use of electronic communication means is born by the shareholder.

The documents in other language than Polish sent by shareholder via electronic system should be completed by translation into Polish and sent by the shareholder.

All the documents sent by the shareholder to “APATOR SA” and also from “APATOR SA” to the shareholder by use electronic system should be scanned in PDF or JPG format.

## **THE MANNER OF VOTING BY PLENIPOTENTIARY**

Shareholders are allowed to participate in the Ordinary General Shareholders Meeting and vote personally or by plenipotentiary.

Plenipotentiary performs all entitlements of the shareholder at Ordinary General Shareholders Meeting unless it is specified different in the power of attorney.

Plenipotentiary is allowed to give further power of attorney if it is stated in the power of attorney.

Plenipotentiary is allowed to represent more than one shareholder and vote differently based on shares of each shareholder.

Shareholder holding its shares on more than one security account is allowed to appoint the separate plenipotentiaries for the performance of the rights resulted from shares recorded on each account.

Power of attorney to participate in and vote at the Ordinary General Shareholders Meeting should be granted in writing or in electronic form. Power of attorney granted in electronic form does not require to be completed with safe electronic signature verified by important qualified certificate.

The forms for power of attorney mentioned in 402 § 1 point 5 of the Polish Commercial Companies Code allowing to vote by plenipotentiary are available on the Company's website [www.apator.com](http://www.apator.com)

The Company does not impose the obligation to grant power of attorney using the form suggested by it. Additionally, the Company advises that in case when the power of attorney has been made by shareholder with the instruction for voting, the Company will not verify whether the plenipotentiaries vote in accordance with instructions submitted by shareholders. Further to the above, the Company advises that instruction for voting should be transferred only to the plenipotentiary.

At the same time the Executive Board of the Company advises that the shareholder is obliged to send notification on power of attorney granted by e-mail to the address [ri@apator.com.pl](mailto:ri@apator.com.pl) (in form of PDF or JPG) at the latest to the 15th June 2012 at 15.30 hours. The notification on power of attorney in electronic form should be completed with scanned power of attorney granted in the form available by the Company or made by the shareholder including at least the same data and information and moreover in case of:

- shareholders being natural persons are obliged to enclose a copy of the document proving identity of the shareholder,
- shareholders being legal persons or partnerships are obliged to prove its acting on behalf of the entity by enclosing a copy of current excerpt from appropriate register or other document proving the entitlement of natural person (natural persons) to represent the shareholder at Ordinary

General Shareholders Meeting (for example set of power of attorney) The Company reserves the right to take appropriate actions to identify the shareholder and plenipotentiary in order to verify the validity of the power of attorney granted in electronic form.

The verification may consist particularly in return question in electronic form or by phone directed to the shareholder and/or plenipotentiary in order to prove the fact of power of attorney granted and its range. The Company reserves the right that in case of lack of answers to the questions asked during verification it will be treated as the lack of possibility to verify the power of attorney granted to plenipotentiary and it will be the basis to refuse to give the permission to the plenipotentiary to participate in the Ordinary General Shareholders Meeting.

## **PERMISSION TO PARTICIPATE IN ORDINARY SHAREHOLDERS MEETING**

The shareholders are permitted to participate in Ordinary General Shareholders Meeting after presentation of their identity documents and plenipotentiaries:

- in case of power of attorney granted in writing – after presentation of identity document and valid power of attorney in writing
- in case of power of attorney in electronic form – after presentation the document of identity

Representatives of legal persons or partnerships should additionally present valid excerpts from appropriate registers, specifying the persons entitled to represent of those entities and other documents proving the entitlement of natural person (natural persons) to represent the shareholder at Ordinary General Shareholders Meeting (set of power of attorney).

In case of presentation of the copies of the above mentioned documents, they should be proved by the notary.

Power of attorneys and other required documents proving the entitlement of shareholder or the person representing the shareholder to participate in Ordinary General Shareholders Meeting will be attached by the Company to the book of the protocols.

## **THE POSSIBILITY TO PARTICIPATE IN ORDINARY GENERAL SHAREHOLDERS MEETING BY USE OF ELECTRONIC COMMUNICATION MEANS**

The Statute of Apator SA does not allow the participation in Ordinary General Shareholders Meetings by use of electronic communication means.

## **THE POSSIBILITY OF VOTING BY CORRESPONDENCE OR USE OF ELECTRONIC COMMUNICATION MEANS**

The Statute and the Regulations of Ordinary General Shareholders Meetings of Apator SA does not predict the possibility to vote at General Shareholders Meeting by correspondence or use of electronic communication means.

## **MATERIALS CONCERNING ORDINARY GENERAL SHAREHOLDERS MEETING AND THEIR ACCESIBILITY**

Complete text of the documents to be presented at Ordinary General Shareholders Meeting including drafts of the resolutions of Ordinary General Shareholders Meeting are available on the website of the Company at the address [www.apator.com](http://www.apator.com) and they had been announced to the public in current report. All the information concerning Ordinary General Shareholders Meeting will be available on the website of the Company at the address [www.apator.com](http://www.apator.com)

## **ORDINAL INFORMATION**

Registration of the shareholders will be performed on a half hour prior the commencement of Ordinary General Shareholders Meeting that is at 15.30 hours.

We remind you to take identity document with you on the day of Ordinary General Shareholders Meeting in order to get a permission to participate in the meeting.