

**Resolution no 1/VI/2013
of Ordinary General Shareholders Meeting
of Apator – Joint Stock Company dated 24th June 2013**

on the appointment of Chairman of the Ordinary General Shareholders Meeting

Based on art 409 § 1 of the Polish Commercial Companies Code and § 14 para 13 of the Statutes of Apator SA, Ordinary General Shareholders Meeting of Apator SA adopts the following:

Mr /Mrs is appointed the Chairman of Ordinary General Shareholders Meeting

**Resolution no 2/VI/2013
of Ordinary General Shareholders Meeting
of Apator – Joint Stock Company dated 24th June 2013**

on election of vote counting commission

Based on § 9 of the Regulations of General Shareholders Meetings of Apator SA, Ordinary General Shareholders Meeting of Apator SA adopts the following:

The vote counting commission in three person make-up has been elected:

-
-
-

**Resolution no 3/VI/2013
of Ordinary General Shareholders Meeting
Apator Joint Stock Company dated 24th June 2013**

on the approval of agenda of Ordinary General Shareholders Meeting

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

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 2012 till the 31st December 2012 and the Report of the Executive Board on Activity of grupa Apator for the period since the 1st January 2012 till 31st December 2012
7. Consideration and approval of the financial statement of Apator SA for the financial year 2012 and consolidated financial statement of grupa Apator for the financial year 2012
8. Granting votes of approval to the members of the Executive Board of the performance of their duties in 2012
9. Consideration and approval of the report of the Supervisory Board for the period since the 1st January 2012 till the 31st December 2012
10. Granting votes of approval to the members of the Supervisory Board of the performance of their duties in 2012
11. Profit distribution of the Company for financial year 2012
12. Amendment to § 7 of the Statutes of APATOR SA
13. Amendment to § 15 and § 16 point 1 of the Statutes of APATOR SA
14. Acceptance of unified text of the Statutes of the Company
15. Adoption of the Regulations of the General Shareholders Meetings of „APATOR” S.A.
16. Adoption of the Regulation of the Supervisory Board of „APATOR” S.A.
17. Recall of the Member of the Supervisory Board of „APATOR” S.A.
18. Nomination of the members of Supervisory Board
19. Closing the Meeting

**Resolution no 4/VI/2013
of Ordinary General Shareholders Meeting
Apator –Joint Stock Company dated 24th June 2013**

on consideration and approval of the Report of the Executive Board on Activity of Apator SA for the period since the 1st January 2012 till the 31st December 2012 and the Report of the Executive Board on Activity of grupa Apator for the period since the 1st January 2012 till 31st December 2012

Based on art 395 §2 and § 5 of the Commercial Companies Code and § 14 para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting adopts the following:

1. The report of the Executive Board on activity of “Apator SA” for the period since the 1st January 2012 till the 31st December 2012 has been considered and approved.
2. The report of the Executive Board on activity of grupa Apator for the period since the 1st January 2012 till the 31st December 2012 has been considered and approved.

**Resolution no 5/VI/2013
of Ordinary General Shareholders Meeting
Apator –Joint Stock Company dated 24th June 2013**

on consideration and approval of financial statement of "Apator SA" for the financial year 2012 and consolidated financial statement of grupa Apator for the financial year 2012

Based on art 395 §2 and § 5 of the Commercial Companies Code and § 14 para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting adopts the following:

1. Financial statement of "Apator SA" for financial year 2012 has been considered and approved and it covers:
 - statement on financial position at the 31st December 2012 where assets and liabilities give the amount of 273.799.000 PLN,
 - statement on total income made for the period since the 1st January 2012 till the 31st December 2012 gives the total income in amount of 72.163.000 PLN with net profit included in amount of 70.344.000 PLN,
 - statement on cash flow account for the period since the 1st January 2012 till the 31st December 2012 presenting the reduction of the net cash by 4.486.000 PLN
 - statement on changes in equity presenting its increase in the period since the 1st January 2012 till the 31st December 2012 by the amount of 33.890.000 PLN
 - additional information to the report on accounting principles taken and additional pieces of information and clarifications.

2. Consolidated financial statement of grupa Apator for financial year 2012 has been considered and approved and it covers:
 - consolidated statement on financial position at the 31st December 2012 where assets and liabilities give the amount of 504.448.000, PLN
 - consolidated statement on total income made for the period since the 1st January 2012 till the 31st December 2012 gives the total income in amount of 101.658.000 PLN with net profit included in amount of 95.720.000 PLN,
 - consolidated statement on cash flow account for the period since the 1st January 2012 till the 31st December 2012 presenting the increase of the net cash by 19.629.000 PLN
 - consolidated statement on changes in consolidated equity presenting its increase in the period since the 1st January 2012 till the 31st December 2012 by the amount of 63.526.000 PLN
 - additional information to consolidated statement including in particular described accounting principles taken in grupa and clarification notes.

**Resolution no 6/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Janusz Niedźwiecki - President of Executive Board of APATOR SA for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Janusz Niedźwiecki – President of Executive Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 7/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Tomasz Habryka - Member of Executive Board of APATOR SA for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Tomasz Habryka – Member of Executive Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 8/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Jerzy Kuś - Member of Executive Board of APATOR SA for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Jerzy Kuś – Member of Executive Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 9/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on consideration and approval of the report of the Supervisory Board for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §5 of Polish Commercial Companies Code, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

The report of the Supervisory Board has been considered and approved for the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 10/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Janusz Marzygliński - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statute of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Janusz Marzygliński – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 11/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Mariusz Lewicki - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statute of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Mariusz Lewicki – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 12/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mrs Danuta Guzowska - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mrs Danuta Guzowska – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of her duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 13/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Ryszard Wojnowski - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Ryszard Wojnowski – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 14/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Krzysztof Kwiatkowski - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Krzysztof Kwiatkowski – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 15/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on vote of approval to Mr Eryk Karski - Member of the Supervisory Board of APATOR SA for the period since the 1st January 2012 till the 31st December 2012.

Based on Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Mr Eryk Karski – Member of the Supervisory Board has been granted a vote of approval for the fulfillment of his duties in the period since the 1st January 2012 till the 31st December 2012.

**Resolution no 16/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on profit distribution for financial year 2012, fixing the date of the right to dividend to be valid and date of payment of dividend.

Based on Article 348 §1 and §3 and Article 395 §2 of Polish Commercial Companies Code and § 14 Para 14 of the Statute of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

1. Based on the motion submitted by the Executive Board and the opinion made by the Supervisory Board net profit distribution is being made for financial year 2012 in amount of 70.343.816,18 PLN as follows;
 - dividend 46.349.839,20 PLN
 - supplementary capital 23.993.976,98 PLN
2. Advance payment was paid in amount of 13.242.811,20 PLN that is 0,40 PLN per share for expected dividend from the profit for financial year 2012 .
3. The right for advance payment for expected dividend was entitled 33.107.028 registered shares of A series and bearer shares of A, B and C series.
4. The payment of advance payment towards expected dividend for financial year 2012 was made in accordance with art. 349 of the Polish Commercial Companies Code and § 12 point 8 of the Statute based on the resolution of the Supervisory Board no. 22/2012 dated 23rd October 2012.
5. The right for advance payment to be made for expected dividend for financial year 2012 was obtained by shareholders who had shares of APATOR SA on 6th December 2012.
6. The payment of advance payment towards expected dividend for financial year 2012 was made on 13th December 2012.
7. For the payment of remaining part of dividend are entitled 33.107.028 registered shares of A series and bearer shares of A, B and C series.
8. The right for remaining part of expected dividend for financial year 2012 in total amount of 33.107.028,00 PLN will obtain shareholders who will hold shares of APATOR SA on 12th July 2013.
9. The payment of the remaining part of dividend in value of 1,00 PLN per share will be made on 26th July 2013.

**Resolution no 17/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on amendment to § 7 of the Statutes of "APATOR" SA

Based on art. 430 §1 of Polish Commercial Companies Code and § 14 para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Further to the changes made by shareholders of 20.362 (twenty thousand three hundred sixty two) of registered shares of A series of nominal value 0,10 PLN (ten grosz) each to bearer shares of A series of nominal value 0,10 (ten grosz) each, current wording of § 7 of the Statute of Apator SA gets the following new wording:

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 7.754.130 (seven million and seven hundred fifty four thousand and one hundred thirty) registered shares of A series and 25.352.898 (twenty five million and three hundred fifty two thousand and eight hundred ninety eight) bearer shares of A, B and c series of nominal value of 0,10 PLN (ten gros) each.

**Resolution no 18/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on amendment to § 15 and § 16 point 1 of the Statutes of “APATOR” SA

Based on art. 430 §1 of Polish Commercial Companies Code and § 14 para 14 of the Statutes of APATOR SA, Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

Current § 15 of the Statutes of „APATOR” S.A. shall be replaced by new wording:

Supervisory Board

1. Supervisory Board consists of 5 (five) to 7 (seven) members appointed by General Shareholders Meeting for the period of 5 (five) years. Members of Supervisory Board are appointed for the common tenure. Reduction of number of the members of Supervisory Board during tenure to not less than 5 (five) members does not cause the necessity to complete the makeup of Supervisory Board.
2. The members of Supervisory Board should have appropriate professional knowledge and experience.
3. The members of Supervisory Board are obliged not to compete and they are not allowed to be members of Executive Board , Proxy, Liquidator, Department or Plant Manager, Chief Accountant employed in the Company, Law Adviser or Barrister or persons directly reported to the Member of Executive Board. Moreover, the members of Supervisory Board are not allowed to be members of Executive Board and Liquidator of the Company or dependent cooperative enterprise.
4. The members of Supervisory Board should perform their duties personally. Members of the Supervisory Board should consider first of all the interest of the Company in their activities.
5. The adoption of the resolutions by the Supervisory Board in writing or by direct means of communication on distance is permissible. The resolution is valid when all the members of the Supervisory Board were advised about the content of the resolution of the Supervisory Board. The adoption of the resolution in the mode presented above does not concern the appointment of the Chairman of the Supervisory Board and Deputy Chairman of the Supervisory Board, nomination of members of the Executive Board and dismissal or suspension of member of the Executive Board.
6. The resolutions of Supervisory Board in writing or by use of means of direct communication on distance are made by absolute majority of votes when
 - at five person makeup of the Supervisory Board - at least three members,
 - at over five person makeup of the Supervisory Board - at least 4 four members
7. The Supervisory Board Meeting is held once a quarter or more often when it is required on invitation of the Chairman of the Supervisory Board. The Executive Board or member of the Supervisory Board are allowed to demand to convene of the Supervisory Board Meeting giving suggested agenda of the meeting. In such a case the Chairman of the Supervisory Board convenes the meeting within two weeks of the date of submission of the motion. If the Chairman of the Supervisory Board does not convene the Supervisory Board Meeting in required date then applicant is allowed to convene by itself giving the date, place and suggested agenda of the debates.
8. The Supervisory Board supervises on permanent basis over activity of the Company in all its areas. The Supervisory Board is not allowed to make binding orders to the Executive Board concerning the Company. The Supervisory Board performs its duties jointly, however it is allowed to delegate its members to independent performance of supervisory activities.
9. The Supervisory Board makes the decisions in all matters that under the law and hereby Statutes are not restricted to the exclusive competence of General Shareholders Meeting and they are not in the scope of activity of the Executive Board.
The competence of Supervisory Board covers:
 - assessment of the reports of the Executive Board on the activity of the Company and capital group,
 - assessment of separate financial statement and consolidated financial statement for the last financial year in respect of their conformity with books, documentation and facts of the case,
 - nomination of statutory auditor for the auditing of financial statement,

- submission to General Shareholders Meeting of the report in writing on results of the assessment of the reports of the Executive Board and financial statements,
 - preparation and presentation to General Shareholders Meeting the report on the activity of the Supervisory Board covering the concise assessment of the situation of the Company, including the assessment of internal inspection and risk management system being significant to the Company,
 - assessment of the conclusions of the Executive Board regarding the distribution of the profit or coverage of loss,
 - adoption of the resolutions regarding the establishment of enterprises and branch offices of the Company,
 - adoption of the resolutions regarding establishment or liquidation of entities with complete or partial capital of the Company,
 - adoption of resolutions regarding acquisition of property or share in property,
 - adoption of the resolutions regarding the renting of the property of the value exceeding 20 % (twenty per cent) of share capital,
 - auditing all the documents of the company, demand from the Executive Board and the employees of the company reports and explanations for all the matters,
 - auditing of the property of the company,
 - consideration of any motions and postulates to be the subject of the resolutions and adopted by General Shareholders Meeting,
 - adoption of the resolution regarding the number of the members of the Executive Board of the company,
 - appointment of the President of the Executive Board and next based on its proposal other members of the Executive Board, dismissal of the members of the Executive Board of the company, suspension of the duties due to serious reasons all or particular members of the Executive Board as well as to delegate the members of the Supervisory Board to temporary fulfilment of the duties of the members of the Executive Board, establishment of remuneration for the members of the Executive Board taking into account its motivation nature,
 - the adoption of the resolution concerning the Regulations of the Executive Board
10. The members of the Supervisory Board receive the remuneration in amounts which values are established by General Shareholders Meeting. Apart the remuneration the members of the Supervisory Board are entitled to the reimbursement of the costs incurred during the performance of their duties.
 11. The minutes of the meeting of the debates of the Supervisory Board should be made and signed by the members of the Supervisory Board attending the meeting.
 12. The Supervisory Board on its first meeting appoints from its members the Chairman of the Supervisory Board and the Deputy of the Chairman of the Supervisory Board.
 13. The Supervisory Board acts pursuant to the “Regulations of the Supervisory Board”

Current § 16 point 1 of the Statutes of „APATOR” S.A. shall be replaced by new wording:

The Executive Board consists of one to five members nominated for three years by the Supervisory Board for the common tenure. The Supervisory Board first makes appointment of the President of Executive Board and next based on its proposal other members of the Supervisory Board.

**Resolution no 19/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

on acceptance of unified text of the Statutes of “APATOR” SA

Ordinary General Shareholders Meeting of APATOR SA adopts as follows:

The unified text of the Statutes of the Company is accepted which is the enclosure to hereby resolution

General stipulations

§ 1

Name of the company is: "APATOR -Spółka Akcyjna" /APATOR - Joint Sock Company/. The company is allowed to use the short name "APATOR S.A." and the identification mark.

§ 2

Principal place of business is Toruń.

§ 3

The area of its activity is the territory of the Republic of Poland and abroad.

§ 4

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

§ 5

The company is brought into being for indefinite period.

§ 6

1. The subject of activity of the Company is running the business like:
 - manufacture of other plastic products, PKD 22.29.Z,
 - manufacture of other technical ceramic products, PKD 23.44.Z,
 - manufacture of other metal structures and parts, PKD 25.11.Z,
 - manufacture general mechanical engineering of metal parts, PKD 25.62.Z,
 - manufacture of electronic printed circuits, PKD 26.12.Z,
 - manufacture of computers and peripherals, PKD 26.20.Z,
 - manufacture of telecommunication equipment, PKD 26.30.Z,
 - manufacture of electronic equipment of general use, PKD 26.40.Z,
 - manufacture of instruments and appliances for checking, testing and navigating, PKD 26.51.Z,
 - manufacture of watches and clocks, PKD 26.52.Z,
 - manufacture of electricity distribution and control apparatus, PKD 27.12. Z,
 - manufacture of installation equipment, PKD 27.33.Z,
 - manufacture of other electrical equipment, PKD 27.90.Z,
 - manufacture of machines and office equipment excluding computers and peripherals, PKD 28.23.Z,
 - machine repair and maintenance, 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 machines, appliances and fittings, PKD 33.20.Z,
 - manufacturing of electrical energy, PKD 35.11.Z,
 - transmission of electrical energy, PKD 35.12.Z,
 - distribution of electrical energy, PKD 35.13.Z,
 - trading of electrical energy, PKD 35.14.Z,
 - disassembly of products worn out, PKD 38.31.Z,
 - recovery of raw materials from segregated materials, PKD 38.32.Z,
 - installation of electrical wiring and fittings, PKD 43.21.Z,
 - wholesale of computers,peripherals and software, PKD 46.51.Z,
 - wholesale of electrical and telecommunication devices and parts, PKD 46.52.Z,
 - wholesale of other semiproducts, PKD 46.76.Z,
 - wholesale of wastes and scrap, PKD 46.77.Z,
 - wholesale of unspecial products, PKD 46.90.Z,
 - retail sale of computers,peripherals and software in special shops, PKD 47.41.Z,
 - retail sale of telecommunication equipment in special shops, PKD 47.42.Z,
 - others in land passenger transport not classified , PKD 49.39.Z,
 - in road transport of goods, PKD 49.41.Z
 - storage other goods, PKD 52.10.B
 - service supporting land transport, PKD 52.21.Z,
 - management of camping sites and short-stay accommodation, PKD 55.20. Z,
 - other gastromic service, PKD 56.29.Z,
 - other software processing, PKD 58.29.Z,
 - wire telecommunication activity, PKD 61.10.Z,

- wire telecommunication activity excluding satellite communication, PKD 61.20.Z,
 - satellite communication activity, PKD 61.30.Z,
 - other telecommunication activity, PKD 61.90.Z,
 - software management, PKD 62.01.Z,
 - information technology consulting, PKD 62.02.Z,
 - information technology equipment management, PKD 62.03.Z,
 - other information technology , PKD 62.09.Z
 - data processing, hosting and similar activity, PKD 63.11.Z,
 - website management, PKD 63.12.Z,
 - other information technology services not classified, PKD 63.99.Z,
 - sale and purchase of property at own account, PKD 68.10.Z,
 - letting or management of own or rented real estate, PKD 68.20.Z,
 - book and accounting activity; tax advising, PKD 69.20Z,
 - other advising regarding business activity and management, PKD 70.22.Z,
 - engineering activity and related to it technical advising, PKD 71.12Z,
 - other technical research and analysis, PKD 71.20.B,
 - research and experimental development on natural sciences and engineering, PKD 72.19.Z,
 - advertising agency activity, PKD 73.11.Z,
 - market and public opinion research, PKD 73.20.Z,
 - special design activity, PKD 74.10.Z,
 - other profesional, scientific and technical activities not classified, PKD 74.90Z,
 - lease and renting of office machines and equipment including computers, PKD 77.33.Z,
 - lease and renting of other office machines and equipment and property not classified, PKD 77.39.Z,
 - renting of intellecual property, PKD 77.40.Z,
 - other activity regarding of employees availability, PKD 78.30.Z,
 - call centers operation, PKD 82.20.Z,
 - activity regarding the arrangement of fairs,exhibitions and congresses, PKD 82.30.Z,
 - other not school activities not classified, PKD 85.59.B,
 - repair and maintenance of computers and periferials, PKD 95.11.Z,
 - repair and maintenance of telecommunication equipment, PKD 95.12.Z,
 - repair and maintenance of electronic equipment of general use, PKD 95.21.Z.
2. If taking to run business or running business within the scope of established above frame of activity of the Company require to obtain appropriate permission or concession the commencement or running such a business is allowed to be run after the receipt of such a permission or concession. Based on art 402 2 of the Polish Commercial Companies Code the Company provides the information regarding the participation in Extraordinary General Shareholders Meeting of Apator SA.

II. Capital of the Company, shareholders and shares

§ 7

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 7.754.130 (seven million and seven hundred fifty four thousand and one hundred thirty) registered shares of A series and 25.352.898 (twenty five million and three hundred fifty two thousand and eight hundred ninety eight) bearer shares of A, B and c series of nominal value of 0,10 PLN (ten gros) each.

§ 8

1. The conversion of A Series Registered Shares into A Series Bearer Shares is made basing on application of the shareholders in January every year. Executive Board is obligated to establish additional date of conversion within 90 days in case of application submitted during the year for the conversion over 10.000 (ten thousand) registered shares.
2. The conversion of bearer shares into registered shares is not allowed.

§ 9

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

§ 10

1. A Series Registered Shares can be sold by shareholders and their legal successors only to shareholders possessing A Series Registered Shares. Selling A Series Registered Shares to other persons than shareholders possessing A Series Registered Shares requires the consent of Executive Board.
2. Shareholders who are going to sell their A Series Registered Shares to other persons than shareholders possessing A Series Registered Shares should submit an application in writing to Executive Board with the request for the permission for that legal action.
3. Executive Board will consider the application with the request for permission to sell A Series Registered Shares and take a decision to permit or not permit within 60 days from the date of submission of the application guiding by the interest of the Company.
4. If Executive Board does not consent to transfer the shares it should within 60 days:
 - to appoint another purchaser
 - define the price in accordance with the price of the bearer share on the date of submission of the application. The date of payment of defined price is 7 days from the date of the decision taken by Executive Board.
5. If Executive Board does not take any decision within 60 days from the date of submission of the application in writing with the request to sell the shares then the selling of the shares will not be subject to any limitation.

§ 11

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

III. Capital and funds

§ 12

1. The Company makes capitals and funds:
 - a) capital of the Company
 - b) reserve capital
 - c) social welfare fund
2. Based on the resolutions of General Shareholders Meeting other funds are allowed to be made and used in accordance with obligatory regulations.
3. Share capital is to reimburse fixed assets, intangible and legal assets and current assets and it serves to finance the shares of home and foreign companies.
4. Share capital can be raised or reduced based on resolution of General Shareholders Meeting. Share capital can be raised from reserved capital or other funds made on profit.
5. Reserved capital is made of annual write offs on profit in the amount at least 8% (eight percent) in order to reimburse the lost indicated in financial report in financial year. Write offs are made until reserve capital reaches 1/3 (one third) of share capital. Renewal of the write off on the profit to reserve capital is allowed when this capital has been partly used.
6. Social welfare fund is made and used according to the rules specified in common obligatory regulations and internal ones.
7. The profit of the Company in the last financial year is designed to feed capitals and funds of the Company and dividends in the amount decided by General Shareholders Meeting and for other purposes specified in resolutions made by General Shareholders Meeting.
8. Executive Board is authorized to make advance payment towards dividends on the rules defined in the Polish Commercial Companies Code.

IV. The Management of the Company

§ 13

The Management of the Company is:

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

§ 14

1. General Shareholders Meetings are ordinary and extraordinary ones. Ordinary General Shareholders Meeting is annually called at the latest up to the end of June.

2. General Shareholders Meeting is called by the announcement in the manner specified in Polish Commercial Companies Code prior the date at least 26 (twenty six) days of General Shareholders Meeting to be held.
3. General Shareholders Meeting is called by the Executive Board. Supervisory Board is allowed to call General Shareholders Meeting in case when it is not called on the date specified in the Statute and Extraordinary General Shareholders Meeting if it is considered as desirable. Shareholders representing at least the half of the company capital or at least the half of votes of the Company are allowed to call Extraordinary General Shareholders Meeting and to appoint the chairman of the meeting.
4. Shareholder or Shareholders representing at least 1/20 (one twentieth) of the company capital are allowed to demand to call Extraordinary General Shareholders Meeting and to include the appropriate matters on the agenda of the meeting. The demand to call Extraordinary Shareholders Meeting should be submitted to the Executive Board in writing or by electronic mail.
5. Shareholder or shareholders representing at least 1/20 (one twentieth) of the company capital are allowed to demand to include appropriate matters on the agenda of the next General Shareholders Meeting. The demand should be announced to the Executive Board not later than on 21 (twenty one) days prior the fixed date of the Meeting to be held. The Executive Board is obliged promptly but not later than on 18 days prior the fixed date the General Shareholders Meeting to be held to announce the changes on the agenda of the Meeting introduced on demand of shareholders. The announcement is made in appropriate manner for the calling General Shareholders Meeting.
6. Shareholder or Shareholders representing at least 1/20 (one twentieth) of the company capital are allowed to submit in writing or by electronic mail the draft of the resolutions regarding the matters on the agenda of the meeting or matters to be included on the agenda of the Meeting prior the date of General Shareholders Meeting to be held. The company promptly announces draft of the resolutions in the website. Each shareholder is allowed during General Shareholders Meeting to submit draft of the resolutions concerning matters being on the agenda of the Meeting.
7. The demand to call General Shareholders Meeting and include appropriate matters on the agenda of the meeting submitted by authorized entities should have the justification and draft of resolutions.
8. The resolution on the refusal of the matter on the agenda not to be considered is allowed to be adopted only in case of significant reasons. The application for the matter should be justified.
9. The right to attend in General Shareholders Meeting have the persons being the shareholders of the Company on 16 (sixteen days) prior the fixed date of General Shareholders Meeting to be held.
10. Prior each General Shareholders Meeting the list of shareholders entitled to attend in General Shareholders Meeting is made. The list signed by the members of the Executive Board should be aid out in the premises of the Executive Board for 3 (three) working days prior the General Shareholders meeting to be held. During the General Shareholders Meeting should be made the list of participants with number of shares and votes represented and signed by the chairman of the meeting.
11. The shareholder is allowed to attend General Shareholders Meeting and vote personally or by its plenipotentiary. The power of attorney should be granted in writing or via e-mail.
12. General Shareholders Meeting is able to make significant resolutions regardless to the number of shares represented and provided it is not stated differently in the Polish Commercial Companies Code.
13. General Shareholders Meeting is chaired every time by one of selected authorized persons to attend General Shareholders Meeting. The election of the Chairman of General Shareholders Meeting is proceeded prior any action to be done. Until the Chairman of General Shareholders Meeting is elected the chair takes the Chairman of Supervisory Board and in case of his absence his Deputy or other Member of Supervisory Board.
14. The resolutions are made by the absolute majority of votes unless the regulations of this Statute or the Polish Commercial Companies Code say differently.

The exclusive competence of General Shareholders Meeting is:

 - consideration and approval of the reports of Executive Board on activity of the Company and capital group,
 - consideration and approval of individual financial statements and consolidated one for the last financial year,
 - consideration and approval of the reports on activity of Supervisory Board,
 - taking any decisions regarding claims on remedies of damages made during the establishment of the Company or its governing or supervising,
 - making resolutions concerning profit share or cover lost,

- fixing date for the right of shareholders to their dividends and the day of payment of dividend taking into account the rule that the period between the day of establishment of the right to dividend and the day of payment of dividend is not allowed to be longer than 15 fifteen) workdays,
 - approval of the members of organs in the Company based on commitment of their duties,
 - raising and reduction of share capital,
 - taking resolution on redemption of shares,
 - emission of shares, changeable or priority bonds,
 - establishment the number of members of Supervisory Board,
 - election and dismissal of members of Supervisory Board and establishment of their salaries,
 - amendments to the statute,
 - taking resolutions on joining, division, transformation or termination of the Company,
 - adoption of the regulations of Supervisory Board,
 - taking resolutions on selling of real estate or share in real estate with the value not exceeding 10% (ten percent) of own capital according to the status for the last day of financial year prior the transaction to be made, taking resolutions on selling or renting the enterprise or organized part of it and the establishment of material law limited on them,
 - consideration and settlement of the applications presented by Supervisory Board.
15. Voting during General Shareholders Meeting is public unless the regulations of the Polish Commercial Companies Code say different.
16. General Shareholders Meetings are held in Toruń and Ostaszewo in Kujawy-Pomorze Province in accordance with the Regulations of General Shareholders Meetings. The amendments to the Regulations adopted by General Shareholders Meeting come into life commencing the next General Shareholders Meeting.
17. The resolutions of General Shareholders Meeting are obligatory to all the shareholders.

§ 15

Supervisory Board

1. Supervisory Board consists of 5 (five) to 7 (seven) members appointed by General Shareholders Meeting for the period of 5 (five) years. Members of Supervisory Board are appointed for the common tenure. Reduction of number of the members of Supervisory Board during tenure to not less than 5 (five) members does not cause the necessity to complete the makeup of Supervisory Board.
2. The members of Supervisory Board should have appropriate professional knowledge and experience.
3. The members of Supervisory Board are obliged not to compete and they are not allowed to be members of Executive Board, Proxy, Liquidator, Department or Plant Manager, Chief Accountant employed in the Company, Law Adviser or Barrister or persons directly reported to the Member of Executive Board. Moreover, the members of Supervisory Board are not allowed to be members of Executive Board and Liquidator of the Company or dependent cooperative enterprise.
4. The members of Supervisory Board should perform their duties personally. Members of the Supervisory Board should consider first of all the interest of the Company in their activities.
5. The adoption of the resolutions by the Supervisory Board in writing or by direct means of communication on distance is permissible. The resolution is valid when all the members of the Supervisory Board were advised about the content of the resolution of the Supervisory Board. The adoption of the resolution in the mode presented above does not concern the appointment of the Chairman of the Supervisory Board and Deputy Chairman of the Supervisory Board, nomination of members of the Executive Board and dismissal or suspension of member of the Executive Board.
6. The resolutions of Supervisory Board in writing or by use of means of direct communication on distance are made by absolute majority of votes when
 - at five person makeup of the Supervisory Board - at least three members,
 - at over five person makeup of the Supervisory Board - at least 4 four members
7. The Supervisory Board Meeting is held once a quarter or more often when it is required on invitation of the Chairman of the Supervisory Board. The Executive Board or member of the Supervisory Board are allowed to demand to convene of the Supervisory Board Meeting giving suggested agenda of the meeting. In such a case the Chairman of the Supervisory Board convenes the meeting within two weeks of the date of submission of the motion. If the Chairman of the Supervisory Board does not convene the Supervisory Board Meeting in required date then applicant is allowed to convene by itself giving the date, place and suggested agenda of the debates.

8. The Supervisory Board supervises on permanent basis over activity of the Company in all its areas. The Supervisory Board is not allowed to make binding orders to the Executive Board concerning the Company. The Supervisory Board performs its duties jointly, however it is allowed to delegate its members to independent performance of supervisory activities.
9. The Supervisory Board makes the decisions in all matters that under the law and hereby Statutes are not restricted to the exclusive competence of General Shareholders Meeting and they are not in the scope of activity of the Executive Board.
The competence of Supervisory Board covers:
 - assessment of the reports of the Executive Board on the activity of the Company and capital group,
 - assessment of separate financial statement and consolidated financial statement for the last financial year in respect of their conformity with books, documentation and facts of the case,
 - nomination of statutory auditor for the auditing of financial statement,
 - submission to General Shareholders Meeting of the report in writing on results of the assessment of the reports of the Executive Board and financial statements,
 - -preparation and presentation to General Shareholders Meeting the report on the activity of the Supervisory Board covering the concise assessment of the situation of the Company, including the assessment of internal inspection and risk management system being significant to the Company.
 - assessment of the conclusions of the Executive Board regarding the distribution of the profit or coverage of loss,
 - adoption of the resolutions regarding the establishment of enterprises and branch offices of the Company,
 - adoption of the resolutions regarding establishment or liquidation of entities with complete or partial capital of the Company,
 - adoption of resolutions regarding acquisition of property or share in property,
 - adoption of the resolutions regarding the renting of the property of the value exceeding 20 % (twenty per cent) of share capital,
 - auditing all the documents of the company, demand from the Executive Board and the employees of the company reports and explanations for all the matters,
 - auditing of the property of the company,
 - consideration of any motions and postulates to be the subject of the resolutions and adopted by General Shareholders Meeting,
 - adoption of the resolution regarding the number of the members of the Executive Board of the company,
 - appointment of the President of the Executive Board and next based on its proposal other members of the Executive Board, dismissal of the members of the Executive Board of the company, suspension of the duties due to serious reasons all or particular members of the Executive Board as well as to delegate the members of the Supervisory Board to temporary fulfilment of the duties of the members of the Executive Board, establishment of remuneration for the members of the Executive Board taking into account its motivation nature,
 - the adoption of the resolution concerning the Regulations of the Executive Board
10. The members of the Supervisory Board receive the remuneration in amounts which values are established by General Shareholders Meeting. Apart the remuneration the members of the Supervisory Board are entitled to the reimbursement of the costs incurred during the performance of their duties.
11. The minutes of the meeting of the debates of the Supervisory Board should be made and signed by the members of the Supervisory Board attending the meeting.
12. The Supervisory Board on its first meeting appoints from its members the Chairman of the Supervisory Board and the Deputy of the Chairman of the Supervisory Board.
13. The Supervisory Board acts pursuant to the “Regulations of the Supervisory Board”

§ 16

Executive Board:

1. The Executive Board consists of one to five members nominated for three years by the Supervisory Board for the common tenure. The Supervisory Board first makes appointment of the President of Executive Board and next based on its proposal other members of the Supervisory Board.

2. Executive Board manages all the activity of the Company, represents the Company, manages its real estate and all cases not reserved to other organs, it is responsible for the bookkeeping in the Company and strictly respects the regulations of the Statute, book of instructions of the Company and resolutions of the government of the Company. Executive Board should take into consideration first the interest of the Company in its activity. Executive Board is managed by the President. Resolutions are made by absolute majority of votes. The decision belongs to the President of the Company in case of equal votes.
3. In case of summons or other deliveries it is enough when they are handed to one member of Executive Board.
4. The members of Executive Board are obliged to attend the meetings of Supervisory Board at its request.
5. Every member of Executive Board independently or proxy is authorised to sign and make statements on rights and duties concerning real estate of the Company.
6. Every member of Executive Board has the right and obligation to run business of the Company not exceeding the range of ordinary activity of the Company.
7. Proxy is appointed by Executive Board. Appointed proxy can be cancelled by every member of Executive Board.
8. Employees of the Company are subject to the regulation of Executive Board and particularly Executive Board admits and dismisses employees and it establishes their remuneration in accordance with obligatory regulations.
9. At the end of financial year Executive Board makes the report on activity of the Company and capital group, unconsolidated and consolidated financial reports for financial year and it submits them to Supervisory Board in order to be audited.
10. The members of Executive Board and Proxies are not allowed to be involved in competitive activity.
11. The members of Executive Board can be dismissed in every moment by Supervisory Board or General Shareholders Meeting. It does not restrict the rights to claims based on their job contracts.
12. The members of Executive Board and also employees guilty to neglect their duties imposed by Act, the Statute or Book of Instruction are responsible for any damages occurred in result of the neglect. The members of Executive Board and the employees are not responsible towards third persons for any liabilities incurred on behalf of the Company.

V. Accounting of the Company, chartered auditors

§ 17

The accounting is kept in the Company in accordance with obligatory legal regulations

§ 18

Financial year agrees to calendar year.

§ 19

Executive Board submits to Supervisory Board reports on activity of the Company and capital group, unconsolidated and consolidated financial reports for financial year in order to their assessment and submission for the approval of General Shareholders Meeting.

§ 20

1. The entity that is to be chartered auditor in the Company is elected by Supervisory Board in the manner which provides its independence during the performance of the tasks to be entrusted.
2. Supervisory Board changes the chartered auditor and auditors as well at least every seven years in order to provide suitable independence of the audit.

VI. Final stipulations

§ 21

The Statute, Book of Instructions for General Shareholders Meeting and Book of Instruction for Executive Board and also financial report of the Company and documents related to General Shareholders Meetings are available to the person concerned in Management Department or on the website of the Company.

§ 22

The regulations of the matters not specified in the Statute are applied to the Code of Commercial Companies and other legal acts obligatory to the Company

**Resolution no 20/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

On adoption of the Regulations of General Shareholders Meetings of „APATOR” S.A.

The General Shareholders Meeting adopts the following:

1. The current Regulations of General Shareholders Meetings of „APATOR” SA are cancelled
2. It is being introduced the Regulations of General Shareholders Meetings of „APATOR” S.A. being the enclosure to hereby resolution.

THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETINGS OF APATOR S.A.

§ 1

1. The General Shareholders Meetings are held in accordance with the regulations of Polish Commercial Companies Code, the Statutes of the Company and hereby regulations.
2. The amendments introduced to the Regulations are bidding from the next General Shareholders Meeting.

§ 2

1. The General Shareholders Meetings are held in Toruń or Ostaszewo in Kujawy & Pomorze Province on the date indicated in the announcement.
2. Cancellation or change of the date of the General Shareholders Meeting to be held is not allowed to prevent or limit the shareholders from attending the General Shareholders Meeting.

§ 3

1. The persons being the shareholders of the Company on sixteen days prior the date of General Shareholders Meeting to be held (day of registration of the attendance the General Shareholders Meeting) are allowed to attend the General Shareholders Meeting.
2. Persons entitled based on registered shares and temporary certificates or lienors and usufructuaries have the right to vote and they also have the right to attend General Shareholders Meeting provided they were entered to the share register on the day of registration of General Shareholders Meeting.
3. The Company makes the list of entitled persons based on bearer shares to attend General Shareholders Meeting against the list made by National Depository of Securities on the basis specified by Polish Commercial Companies Code.

§ 4

1. Shareholder is allowed to attend the General Shareholders Meeting and to vote personally or by its plenipotentiary.
2. The power of attorney granted to attend General Shareholders Meeting and to vote is required to be submitted in writing or by electronic mail.
3. The power of attorney granted by shareholder by electronic mail does not require to be provided with safe electronic signature of power of attorney verified by valid qualified certificate.
4. Detailed information about the manner of granting and canceling the power of attorney by electronic mail and forms allowing to vote by plenipotentiary are available to the shareholders on the website of the Company since the date of announcement about convention of General Shareholders Meeting.
5. The shareholder is allowed to appoint the plenipotentiary during General Shareholders Meeting.
6. The plenipotentiary makes use of all the entitlements of the shareholder at General Shareholders Meeting unless there is different specified in the power of attorney.
7. The plenipotentiary is allowed to grant further power of attorney if it is specified in power of attorney.
8. The plenipotentiary is allowed to represent more than one shareholder and vote differently for the shares of each shareholder.
9. The shareholder with shares located on more than one account of securities is allowed to appoint separate plenipotentiaries to vote based on shares on each of the account.
10. The member of the Executive Board and the employee of the Company are allowed to be plenipotentiary at General Shareholders Meeting. If the plenipotentiary is the member of Executive Board, the member of Supervisory Board, liquidator, employee of the Company or the member of the bodies or employee of the company or cooperative dependent to the Company, power of attorney is valid for the representation only at one General Shareholders Meeting. The

plenipotentiary is obligated to disclose the shareholder the circumstances indicating the existence or possibility to occur the conflict of interests. Granting of the further power of attorney is excluded.

11. The plenipotentiary mentioned in point 10, votes in accordance with the instructions given by the shareholder.
12. The shareholder is allowed to vote as the plenipotentiary in case of resolutions regarding its responsibility for the Company in any respect including vote of approval, the release from responsibility for the Company and the conflict between him and the Company. The stipulations of the point 10 and 11 are applied accordingly.

§ 5

The decision of the Chairman of General Shareholders Meeting regarding a shareholder not to allow the attending the General Shareholders Meeting, a shareholder has the right to appeal to the General Shareholders Meeting.

§ 6

1. The members of the Supervisory Board and the Executive Board should attend the General Shareholders Meeting in the strength enabling to give essential answer the questions asked during the General Shareholders Meeting.
2. The Members of the Supervisory Board and the Executive Board of the Company should provide the participants of the General Shareholders Meeting with information and explanations regarding the Company according to their competence and the scope necessary to solve the problems being discussed during the General Shareholders Meeting
3. The Executive Board should answer the questions of participants at the General Shareholders Meeting taking into account the fact that obligations regarding advising are performed in accordance with regulations of the Polish Commercial Companies Code and public companies and advising is not allowed to be made in different than it is stipulated in the regulations.

§ 7

The General Shareholders Meeting is valid regardless to the number of shareholders attending the General Shareholders Meeting and shares represented by them unless the regulations of Polish Commercial Companies Code provides otherwise.

§ 8

1. The General Shareholders Meeting is being opened by the Chairman of the Supervisory Board, Deputy Chairman of Supervisory Board or other member of the Supervisory Board.
2. First, the person opening the General Shareholders Meeting should ask if anyone attending the General Shareholders Meeting has any objection to broadcasting, recording and making public its image during the course of the General Shareholders Meeting. In case of such objection raised persons responsible for broadcasting, recording or making public of the course of the General Shareholders Meeting are obliged not to broadcast, record or making public the images of persons who raised appropriate objections.
3. Next, the person opening the General Shareholders Meeting orders to elect the Vote Counting Commission.
4. The General Shareholders Meeting elects three person Vote Counting Commission.
5. Candidates for members of the Vote Counting Commission are allowed to be put forward by every shareholder or plenipotentiary for the shareholder. Number of the candidates put forward for members of the Vote Counting Commission has to be equal or higher than number of the members of the Vote Counting Commission to be elected. The candidates for members of the Vote Counting Commission have to express their consent to be the candidate for the member of Vote Counting Commission.
6. The balloting is carried out by the person opening the General Shareholders Meeting.
7. The balloting for particular candidates is carried out in alphabetical order.
8. The members of Vote Counting Commission become persons selected who received in balloting in turn the largest number of votes.

§ 9

1. After the election of the Vote Counting Commission, the person opening the General Shareholders Meeting should lead to immediate election of the Chairman of General Shareholders Meeting.
2. The person opening the General Shareholders Meeting receives the candidates for the Chairman of General Shareholders Meeting from persons entitled to attend the General Shareholders Meeting. Candidates for the Chairman of General Shareholders Meeting should express their consent to be elected the Chairman of General Shareholders Meeting.
3. The balloting on particular candidates is carried out in alphabetical order.
4. The Chairman of General Shareholders Meeting is elected the person who received in balloting the largest number of votes.

§ 10

1. The Chairman of the General Shareholders Meeting conducts the meeting according to adopted agenda, gives the floor and takes the floor, presents the drafts of resolutions, carries out the voting and makes decision on resolution and then he announces it.
2. The Chairman of the General Shareholders Meeting is allowed to take floor the person taking part in discussion if the person in spite of prior rebuke of the Chairman still continues its speech that does not regard the subject of the discussion or its speech is aimed only to disturb the course of the General Shareholders Meeting.

§ 11

1. The Chairman of the General Shareholders Meeting ensures efficient course of the meeting and observance of the law and interest of the shareholders.
2. The Chairman should counteract particularly of the abuse of entitlements by the participants of the General Shareholders Meeting and to ensure the observance of the rights of the shareholders of minority.
3. The Chairman should not resign from its function without any serious reasons.

§ 12

1. The General Shareholders Meeting is allowed to adopt only the resolutions that are on the agenda of the meeting, except ordering matters that may regard only the issues relating to the conduct of the meeting.
2. The resolution on not considering the matter on the agenda is allowed to be adopted if it is supported by material and significant reasons. The motion regarding the resolution should be very much motivated.
3. The Executive Board, the Chairman of the General Shareholders Meeting or shareholders should formulate the draft of the resolutions in the manner that every entitled person who is against be able to claim it.
4. The Chairman takes a vote in the first place on the draft of the resolutions of the Executive Board then further drafts of the resolutions on motion of shareholders in order they were raised.
5. Upon the adoption of the resolution by the General Shareholders Meeting other following drafts of the resolutions regarding the same matter are not subject to voting.

§ 13

1. The Chairman of the General Shareholders Meeting should refrain from making decisions that should be the subject of judicial judgement.
2. The Chairman of the General Shareholders Meeting is obliged to secure the possibility to the person raising the objection to present brief justification of it.

§ 14

1. The shareholder is allowed to vote differently for each share hold.
2. Every registered share of A series is preferred in terms of voting rights and it is equal four votes but every bearer share is equal one vote unless the regulations of Polish Commercial Companies Code provide otherwise.
3. The resolutions are adopted based on absolute majority of votes.
4. Balloting is open. Secret balloting is carried out for the elections or to recall the members of the bodies of the Company and in case of holding those liable and personal matters as well and on the demand of even one of shareholders or plenipotentiary attending the General Shareholders Meeting.
5. Open and secret balloting is carried out by use of electronic system.
6. Prior the commencement of the first voting the person opening the General Shareholders Meeting, the Chairman of the General Shareholders Meeting or the person indicated by them advises the participants of the General Shareholders Meeting about the using of electronic voting system.
7. The Vote Counting Commission by the use of electronic voting system makes the print out which after having signed by the members of the Vote Counting Commission constitutes the protocol with voting results.
8. Protocols with voting results are the enclosures to the protocol of the General Shareholders Meeting.

§ 15

1. The General Shareholders Meeting elects from five to seven members of the Supervisory Board for five year term of the office and sets their remuneration in secret balloting.
2. First the General Shareholders Meeting should adopt the resolution on number of the members of the Supervisory Board to be elected.
3. The candidate or candidates for the members of the Supervisory Board are allowed to be put forward directly by shareholder or plenipotentiary of the shareholder at the General Shareholders Meeting.
4. The person that puts forward the candidate should present the profile of the candidate for the member of the Supervisory Board, and if the person does not attend the General Shareholders Meeting then it should submit to the General Shareholders Meeting its consent in writing to be the candidate for the member of the Supervisory Board.
5. The candidate attending the General Shareholders Meeting should personally express its consent to be the candidate for the Supervisory Board.
6. Number of the candidates proposed for the members of the Supervisory Board has to be equal or higher than the number of the members to be elected to the Supervisory Board.
7. The election of the members of the Supervisory Board is carried out by the Vote Counting Commission.
8. The voting over particular candidates is carried out in alphabetical order.
9. The candidates who received in secret balloting the consecutive highest numbers of votes are the members of the Supervisory Board.
10. During the fixing the remuneration for the members of the Supervisory Board, the General Shareholders Meeting should take into consideration the financial condition of the Company and also to avoid the remuneration to be significant cost item of the Company and it should be in proper proportion to the remuneration of the members of the Executive Board.

§ 16

1. If the election of the members of the Supervisory Board by voting of separate groups is predicted on the agenda of the General Shareholders Meeting then the group or groups are established of shareholders for the election of the members of the Supervisory Board.
2. Minimum number of shares necessary to establish separate group is defined by dividing number of shares represented at the General Shareholders Meeting by the number of posts in the Supervisory Board.
3. Each share is entitled to one vote.
4. The shareholder is allowed to belong only to one election group.
5. The election groups are allowed to join in one in order to elect together the members of the Supervisory Board.

6. Separate list of attendance is being prepared for each election group. In each group their members select the Chairman of the meeting who carries out the election of the member of the Supervisory Board.
7. On demand of the Chairman of the meeting of particular group, the Executive Board is obliged to provide the election group with separate room in order to enable the members of the group to have the discussion on election of the candidates for the Supervisory Board.
8. First, the election of the members of the Supervisory Board is carried out by the members of election group or groups.
9. After completion of voting, the members of particular election group give back their magnetic cards used in voting to the Vote Counting Commission in order to prevent the possibility of voting again on the members of the Supervisory Board.
10. The resolution on election of the member or members of the Supervisory Board adopted by particular group should be recorded by the notary.
11. The shareholders who are not the members of any election group vote the last and they elect the outstanding members of the Supervisory Board.
12. The return of magnetic cards used in voting is performed after the announcement by the Chairman of the General Shareholders Meeting about the completion of election of the members of the Supervisory Board.

§ 17

1. All the resolutions of the General Shareholders Meeting are recorded by the notary.
2. The correctness of calling the General Shareholders Meeting and its ability to adopt the resolutions with the resolutions listed are stated in the protocol. Each resolution adopted is accompanied with the number of shares of valid votes, percentage of shares in company capital, total number of valid votes, number of votes "for" and "against" and "abstaining ones" and claims raised. The attendance list with the signatures of participants in General Shareholders Meeting is attached to the protocol. The Executive Board attaches the evident of calling of the General Shareholders Meeting to the book of protocols.
3. On the demand of the participant of the General Shareholders Meeting its statement in writing is included in the protocol of the General Shareholders Meeting.
4. The Chairman of the General Shareholders Meeting is obligated to sign the protocol of the General Shareholders Meeting immediately after it is made by the notary.

§ 18

1. The representatives of mass media who were given the accreditation have the permission to enter the General Shareholders Meeting.
2. Accreditation is given to the representatives of mass media who advised the Executive Board about their attendance the General Shareholders Meeting at least one business day in advance prior the date of the General Shareholders Meeting to be held.
3. It is permitted to broadcast the course of the General Shareholders Meeting with the use of Internet, recording the course of the meeting and making it public on the website except the image of persons who raised the objections to broadcasting, recording or making public their images during the course of the General Shareholders Meeting.

**Resolution no 21/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

On adoption of the Regulations of the Supervisory Board of „APATOR” S.A.

Under § 14 para. 14 of the Statutes of the Company, Ordinary General Shareholders Meeting adopts as follows:

1. Cancel current Regulations of the Supervisory Board of „APATOR” S.A.
2. Introduce Regulations of the Supervisory Board of „APATOR” S.A. being the enclosure to hereby resolution.

THE REGULATIONS OF THE SUPERVISORY BOARD OF APATOR S.A.

§ 1

Legal basis

1. The Supervisory Board of Apator SA is the statutory body of Apator SA and it acts based on regulations of Polish Commercial Companies Code, the Statute of APATOR SA and hereby regulations.
2. The hereby Regulations are binding since the day of the registration of the Resolution no. 20/VI/2013 of Ordinary General Shareholders Meeting dated 24th June 2013.
3. The matters not regulated by hereby Regulations, the regulations of the Statutes of the Company, regulations of Polish Commercial Companies Code and other legal regulations shall apply.

§ 2

The makeup of Supervisory Board

1. The Supervisory Board is numbered from 5 to 7 persons being nominated by the General Shareholders Meeting.
2. The members of the Supervisory Board are not allowed to be:
 - member of the Executive Board,
 - proxy,
 - manager of the department,
 - chief accountant employed in the Company,
 - legal adviser or barrister employed in the Company,
 - persons directly subject to the member of the Executive Board,
 - members of the Executive Board of subsidiary.
3. The Supervisory Board is appointed for five year common term of the office.
4. Reduction of number of the members of the Supervisory Board during the term of the office not less than 5 Members does not causes the necessity to complete the makeup of the Supervisory Board.
5. The members of the Supervisory Board who resigned are allowed to be appointed again to the member of the Supervisory Board for the next term of the office.
6. The members of the Supervisory Board should have appropriate knowledge and experience and be able to spend necessary time to fulfil their duties.

§ 3

Powers of the Supervisory Board

1. The Supervisory Board is allowed to inspect the activity of the Executive Board and group of Apator among other things by:

- demand from the Executive Board to provide with regular and exhaustive reports and explanations for all significant matters regarding the activity of Apator SA and group of Apator and risks related to the carried out activity,
 - inspection of records and documents of the Company
 - financial inspection and audit of the property of the Company.
2. The Supervisory Board is permanent supervisory and inspection body for the entire activity of the Company.
 3. The Supervisory Board is allowed to appoint the committees and definite the regulations for their activities.
 4. The Supervisory Board deals with matters that pursuant to the law, particularly the Polish Commercial Companies Code and the Statutes of the Company that are not reserved to the exclusive competence of the General Shareholders Meeting, neither to the scope of activity of the Executive Board.
 5. The members of the Supervisory Board are allowed to attend the meetings of the Executive Board with consultative voice.
 6. The Supervisory Board is not allowed to give any binding orders to the Executive Board regarding the activity of the Company.
 7. Pursuant to § 15 point 10 of the Statutes of Apator SA the competence of the Supervisory Board includes:
 - adoption of the resolution regarding the number of the members of the Executive Board of the Company,
 - appointment of the President of the Executive Board and next based on its proposal other members of the Executive Board,
 - dismissal of the Executive Board of the Company, suspension of the duties due to serious reasons all or particular members of the Executive Board as well as to delegate the members of the Supervisory Board to temporary fulfilment of the duties of the members of the Executive Board,
 - establishment of remuneration for the members of the Executive Board taking into account its motivation nature,
 - assessment of the reports of the Executive Board on the activity of the Company and capital group,
 - assessment of separate financial statement and consolidated financial statement for the last financial year in respect of their conformity with books, documentation and facts of the case,
 - nomination of statutory auditor for the auditing of financial statement,
 - submission to General Shareholders Meeting the report in writing on results of the assessment of the reports of the Executive Board and financial statements,
 - preparation and presentation to General Shareholders Meeting the report on the activity of the Supervisory Board covering the concise assessment of the situation of the Company, taking into account the assessment of internal inspection and risk management system being significant to the Company.
 - assessment of the conclusions of the Executive Board regarding the distribution of the profit or coverage of loss,

- adoption of the resolutions regarding the establishment of enterprises and branch offices of the Company,
 - adoption of the resolutions regarding establishment or liquidation of entities with complete or partial capital of the Company,
 - adoption of resolutions regarding acquisition of property or share in property,
 - adoption of the resolutions regarding the renting of the property of the value exceeding 20 % of share capital,
 - auditing all the documents of the Company, demand from the Executive Board and the employees of the Company reports and explanations for all the matters,
 - auditing of the property of the Company,
 - consideration of any motions and postulates to be the subject of the resolutions and adopted by General Shareholders Meeting,
 - adoption of the Regulations of the Executive Board
8. The Supervisory Board is allowed to convene the General Shareholders Meeting in cases specified by Polish Commercial Companies Code.

§ 4

Liabilities of the Supervisory Board

1. The members of the Supervisory Board fulfil their duties in persons.
2. The members of the Supervisory Board are binding for ban on competition.
3. The members of the Supervisory Board should take appropriate actions in order to keep the Supervisory Board informed on significant matters regarding the Company.
4. Each member of the Supervisory Board should be guided by interest of the Company and by independent opinion and judgements and particularly should :
 - not accept unreasonable benefits that could have negative influence on assessment of its independent opinions and judgements,
 - raise clearly its objection and dissenting vote in case when it finds that decision of the Supervisory Board is in contrary to the interest of the Company.
5. The members of the Supervisory Board should not resign from their functions for the duration of the term of office if it could make the activity of the Supervisory Board unable and particularly it could make unable to adopt the significant resolution in time by the Supervisory Board.
6. The members of the Supervisory Board are obliged to:
 - provide the Company with the information on disposal or acquisition of shares of the Company in case when the value of disposal or acquisition transactions up to date reached or exceeded in the financial year the value of 5.000 Euro translated according to average exchange rate of the National Bank of Poland binding on the day of conclusion of transaction not later than within 5 working days,
 - provide the Company with the information on disposal or acquisition of shares of the Company in case when the value of transactions did not exceed in the financial year the value of 5.000 Euro translated according to average exchange rate of the National Bank of Poland binding on the day

of conclusion of transaction – till 31st January of the next year after the year of transaction regarding disposal or acquisition was made.

- to provide the Executive Board with the information on its links with shareholder holding not less than 5% of total number of votes at General Shareholders Meeting. The above obligation regards relations of economic nature, family one or other that can have the influence on standpoint of the member of the Supervisory Board regarding matter being solved by the Supervisory Board.
 - attendance the General Shareholders Meeting in the makeup enabling to give essential answer for the questions asked during the General Shareholders Meeting
 - to observe the rules of the Best Practices of WSE Listed Companies in the scope the Company undertook to apply.
7. The member of the Supervisory Board is obliged to advise other members of the Supervisory Board about the conflict of interests occurred and restrain to take the floor in discussion and from voting on resolution on the matter where the conflict of interests occurred . The information about the conflict of interests notified should be entered in the minutes of the meeting of the Supervisory Board.
 8. The Supervisory Board is obliged to consider the motions of the Executive Board on acceptance to be given for the conclusion by the Company of significant transaction with related entity, before the transaction is concluded. The above obligation does not apply to typical transactions being concluded on market conditions within operating activity carried out by the Company with subsidiary where the Company is holding majority of capital share.
 9. In case when the Supervisory Board consists of at least 6 persons then it is obliged to appoint the Audit Committee. Annual report on activity of Audit Committee is included in annual report on activity of the Supervisory Board.

§ 5

The arrangement of operation of the Supervisory Board

1. At the first meeting the Supervisory Board, selects the Chairman and Deputy Chairman from the members of the Supervisory Board.
2. The Chairman of the Supervisory Board manages the operation of Supervisory Board and in case of its absence the Deputy Chairman of the Supervisory Board.
3. The Supervisory Board fulfils its duties jointly at the meetings of the Supervisory Board.
4. The Supervisory Board for the proposal of:
 - Chairman of the Supervisory Board or at least three members of the Supervisory Board,
 - Executive Board,
 - General Shareholders Meeting,is allowed to delegate its members to fulfil independently specified supervising and control duties.
5. The rules of performance of such duties including appointment of the Chairman of Inspection Team are specified by the Supervisory Board in its resolutions.

6. The Chairman of Inspection Team advises the Executive Board prior the inspection about the scope and the date of inspection. The inspection duties should not disturb in proper operation of the Company.
7. The Chairman of Inspection Team based on inspection duties makes the report that is submitted to the Supervisory Board.

§ 6

Meetings of the Supervisory Board

1. Meetings of the Supervisory Board are convened and the agenda is settled by the Chairman of the Supervisory Board and in case of its absence by the Deputy Chairman of the Supervisory Board:
 - on own initiative,
 - on the motion in writing submitted by the member of the Supervisory Board within 14 days of the date of submission of the motion,
 - on the motion in writing of the Executive Board within 14 days of the date of submission of the motion,
2. The agenda of the debates of the Supervisory Board is not allowed to be amended or completed during the meeting, unless:
 - all the members of the Supervisory Board are present and they consent to it,
 - failure to adopt the resolution by the Supervisory Board will expose the Company to damage ,
 - the subject of the resolution has to be the assessment if there is any conflict of interests between the member of the Supervisory Board and the Company.
3. The meetings of the Supervisory Board are convened at least 7 days before the date of the meeting to be held.
4. The meetings of the Supervisory Board are convened by the invitation all the members via electronic mail (e-mail). The electronic mail address is made available by Apator SA to every member of the Supervisory Board . In case of technical problems, the invitation is allowed to be made on phone and at the same time suitable note should be made in writing.
5. In particularly justified cases, the meeting of the Supervisory Board is allowed to be convened in urgent course. In such situation it is considered that the meeting was convened properly if the members had been advised about the date of the meeting and none of the members of the Supervisory Board would not raise any objection to the meeting to be held.
6. The members of the Executive Board are allowed to attend the meetings of the Supervisory Board with exception of the part when the issues of the Executive Board or its members are on the agenda.
7. The minutes of the meetings of the Supervisory Board are made and signed by the members of the Supervisory Board attending the meeting.
8. In the minutes of the meeting the following should be included:
 - list of persons attending the meeting,
 - agenda of the meeting,
 - concise summary of the issue being discussed,

- confirmation of the resolution adopted in writing,
 - number of votes given regarding particular resolutions,
 - dissenting votes of the members of the Supervisory Board raised to be entered in the minutes of the meeting.
9. The list of the resolutions adopted is attached to the minutes of the meeting.
 10. The minutes of the meeting is allowed to be signed at the next meeting of the Supervisory Board.
 11. Minutes of the meetings of the Supervisory Board and the resolutions are archived on paper and in electronic carriers.

§ 7

The Resolutions of the Supervisory Board

1. The Supervisory Board makes decisions in form of resolutions and it also regards the following issues:
 - motions to General Shareholders Meeting,
 - opinions, standpoints, initiatives and motions resulting from the Statutes and binding regulations,
 - after inspection recommendations for the Executive Board.
2. The resolutions are valid when all the members of the Supervisory Board are advised about the meeting to be held.
3. The resolutions of the Supervisory Board are allowed to be adopted by use of electronic mail (e-mail). All the members of the Supervisory Board should be advised via electronic mail about the content of draft of the resolution.
4. The member of the Supervisory Board within three working days of the date of receipt of the draft of the resolution, should submit by electronic mail to the electronic mail address indicated by the Chairman of the Supervisory Board if it votes for or against the adoption of the resolution or it declares the abstention.
5. In justified cases the resolutions of the Supervisory Board are allowed to be adopted in writing. The Chairman formulates the resolution and sends it in turns to all the members of the Supervisory Board and advises them via electronic mail or on phone about the content and the manner of proceeding with the resolution. The members of the Supervisory Board vote for or against the resolution or declare the abstention confirmed by signatures.
6. In the mode specified in points 3 – 5 above it is not allowed to adopt the resolutions concerning the following issues:
 - appointment of the Chairman and Deputy Chairman of the Supervisory Board,
 - appointment, dismissal and suspension of the member of the Supervisory Board.
7. For the course of voting carried out in the mode specified :
 - in point 3 – 4 above the minutes of the meeting and resolution are being prepared that should be signed at the next meeting of the Supervisory Board,
 - in point 5 above the minutes of the meeting are being prepared that should be signed at the next meeting of the Supervisory Board.

8. The resolutions including ones in writing or by use of electronic mail are adopted by the absolute majority of votes of the members attending the meeting of the Supervisory Board:
 - at least three members in the five persons makeup of the Supervisory Board,
 - at least of four members in over five persons makeup of the Supervisory Board.
9. In case of equal number of votes, the vote of the Chairman of the Supervisory Board has the casting vote.
10. The resolutions are numbered in turn in progressive order in appropriate calendar year and they are being signed by members attending the meeting of the Supervisory Board.

§ 8

Administration service

The organization unit indicated in organization regulations of the Company is responsible for the provision of administrative service of the meetings of the Supervisory Board based on orders received from the Chairman of the Supervisory Board and the storage of the documentation concerning the course of the meetings.

**Resolution no 22/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

On recall of the member of the Supervisory Board of „APATOR” S.A.

Under art. 385 § 1 of Polish Commercial Companies Code and § 14 para 14 of the Statutes of the Company, the Ordinary General Shareholders Meeting adopts as :

Since 24th June 2013 Mr Eryk Karski is recalled from its function of the member of the Supervisory Board of „APATOR” S.A.

**Resolution no 23/VI/2013
of Ordinary General Shareholders Meeting
Apator – Joint Stock Company dated 24th June 2013**

On the appointment of the members of the Supervisory Board of „APATOR” S.A.

Under article 385 § 1 of Polish Commercial Companies Code, § 14 para. 14 of the Statutes of the Company and Resolution no. 23/VI/2011 of Ordinary General Shareholders Meeting of „APATOR” S.A. dated 20th June 2011 ,the Ordinary General Shareholders Meeting adopts as follows:

Since 25th June 2013 the following persons are nominated as the members of the Supervisory Board of „APATOR” S.A.:

- Mr – for the candidate were given votes; votes against were given; abstention votes were given; number of shares when valid votes were given, i.e.of share capital, including total number of votes valid

- Mr – for the candidate were given votes; votes against were given; abstention votes were given; number of shares when valid votes were given, i.e.of share capital, including total number of votes valid