

NOTICE OF CONVENING ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ATLANTIS SE

Published on 13 November 2020

The Management Board of **ATLANTIS SE**, Estonian registry code 14633855, seat Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia (hereinafter **Company**) convenes an annual general meeting of shareholders, which is held on **7 December 2020, starting at 12.00 CET** in Płock, ul. Padlewskiego 18C, 09-402, Poland.

The agenda of the annual general meeting of shareholders is the following:

- 1. Amendment of the articles of association of the Company and approval of the new version of the articles of association of the Company;**
- 2. Approving the annual report of the Company for the financial year 2019/2020 and coverage of the loss for the financial year 2019/2020;**
- 3. Increasing the share capital of the Company through bonus issue;**

The Supervisory Board of the Company has approved the agenda of the annual general meeting presented by the Management Board, and makes the following proposals to the annual general meeting of shareholders of the Company:

1. Amendment of the articles of association of the Company and approval of the new version of the articles of association of the Company

- 1.1. In connection with the bonus issue (*Est. fondiemissioon*) of the shares of the Company, to amend sections 2.1 and 2.4 of the articles of association of the Company, additionally adding section 4.8 to the articles of association and to approve it in the new wording as follows:

„ 2.1. The minimum amount of share capital of the Company is 10 000 000 euros and the maximum amount of share capital is 40 000 000 euros.”

“2.4. The minimum number of the shares of the Company without nominal value is 100 000 000 (one hundred million) shares and the maximum number of the shares of the Company without nominal value is 400 000 000 (four hundred million) shares.”

“4.8. The shareholders may not vote prior to the general meeting as per § 298² of the Commercial Code.”

- 1.2. To approve the new version of the Company's articles of association with the abovementioned amendments.

2. Approving the annual report of the Company for the financial year 2019/2020 and coverage of the loss for the financial year 2019/2020.

- 2.1. To approve the annual report of the Company for the financial year 2019/2020.
- 2.2. Coverage of the loss for the financial year 2019/2020 from supplementary capital.
- 2.3. Not to make distributions to the legal reserve or other reserves of the Company.
- 2.4. Not to distribute profit.

3. Increasing the share capital of the Company through bonus issue

- 3.1. To increase the share capital of the Company through bonus issue by issuing 250 000 000 new shares to the shareholders of the Company, thus the number of shares of the Company increases from 25 000 000 to 275 000 000.
- 3.2. To increase the share capital of the Company through bonus issue at the expense of the premium in the amount of EUR 27 500 000 on the basis of the balance sheet as at

30.06.2020 provided in the 2019/2020 annual report. The record date of the bonus issue shall be on 14.12.2020 17:00 CET.

- 3.3. By means of the bonus issue the share of the Shareholder in the share capital of the Company will increase in proportion to the share in the share capital as at the date of establishing the right to participate in the bonus issue. Therefore as a result of the bonus issue every shareholder of the Company shall receive 10 new shares for each 1 share owned by the shareholder of the Company.
- 3.4. The authorization and obligation of the Management Board of the Company to take all legal and factual actions related to the issue of bonus shares, including in particular:
 - 3.4.1 authorize the Management Board to set a record day for obtaining the rights to receive new series shares by Shareholders who hold the Company's shares listed on the Warsaw Stock Exchange.
 - 3.4.2 authorize the Management Board to register the shares issued under the bonus issue with the National Depository for Securities (KDPW) and with the NASDAQ CSD (home deposit) kept for the benefit of the Company.
 - 3.4.3 authorize the Management Board to perform all actions necessary to admit the shares issued under the bonus issue to trading on the regulated market and to dematerialize these shares.

ORGANISATIONAL ISSUES

After the items on the agenda of the annual general meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the annual general meeting will be determined as at seven days before holding the annual general meeting, i.e. as at 30 November 2020 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the annual general meeting starts on the day of the meeting, i.e. on 7 December 2020 at 11:30 CET/EET. For registration you are kindly requested to submit the following documents:

a shareholder that is a natural person – personal identification document; a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation; a legal representative of a shareholder that is a legal person – an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents.

We kindly ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. ATLANTIS SE may register a shareholder that is a legal person from a foreign country to the annual general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the annual general meeting by e-mail on biuro@atlantis-sa.pl or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 4 December 2020 to Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland, prepared on the respective forms published on

the homepage of ATLANTIS SE at <http://atlantis-sa.pl/> You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft resolutions, and any other documents of the annual general meeting are available for reviewing as of 16 November 2020 on the website of the Company at <http://atlantis-sa.pl/> and on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland. Questions regarding any item on the agenda of the annual general meeting may be addressed to the Company by e-mail at biuro@atlantis-sa.pl, or by telephone +48-796-118-929. The questions, responses and the minutes of the annual general meeting shall be published on the website of the Company at <http://atlantis-sa.pl/>.

The Management Board has resolved to not allow voting electronic voting in the annual general meeting as per clause 4.7 of the Articles of Association of ATLANTIS SE.

The shareholders, whose shares represent at least 1/20th of the share capital may request that additional issues be included in the agenda of the annual general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the annual general meeting, at the latest by 20 November 2020. The shareholders, whose shares represent at least 1/20th of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the annual general meeting, at the latest 3 days prior to the date of the annual general meeting by 4 December 2020. More detailed information available on §287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293¹ (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293¹ (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of ATLANTIS SE at <http://atlantis-sa.pl/>. The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at <http://atlantis-sa.pl/>. The drafts and statements of reason thereof are available for reviewing also at the offices of the Company on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia.

Damian Patrowicz
Member of the management board of ATLANTIS SE