

NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ATLANTIS SE

Published on 15 February 2021

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 extraordinary general meeting of shareholders, which is held on **8 March 2021, starting at 12.00 CET** in Płock, ul. Padlewskiego 18C, 09-402, Poland.

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

1. Acquisition of own shares by the Company

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

Acquisition of own shares by the Company

- 1.1. The Company shall acquire its own shares in accordance with the following rules:
 - 1.1.1. The total number of own shares acquired by the Company shall not exceed 27 500 000 (twenty-seven million five hundred thousand) shares, corresponding to 10% of the share capital.
 - 1.1.2. The acquisition of own shares shall be organized by the Management Board. The Management board may resign from carrying out the share buyback program.
 - 1.1.3. Following the acquisition of own shares, the shares will either be cancelled or resold, as determined by the Management Board.
 - 1.1.4. The Company will purchase the shares with its own funds. The minimal price paid per share shall be EUR 0,001 or its equivalent in another currency and the maximum price shall be EUR 0,15 per share or its equivalent in another currency. The total amount spent by the Company on the acquisition of own shares shall not exceed EUR 4 125 000,00 or its equivalent in another currency.
 - 1.1.5. The own shares may be purchased through a brokerage house in anonymous trading on the Regulated Market, via block transactions or via civil law contracts. The shares may be purchased through a third person.
 - 1.1.6. The Management Board shall be authorized to purchase own shares from the date of this resolution until 31 December 2022, however the authorization shall terminate once the total amount of funds, specified in clause 1.1.4 of these resolutions, has been exhausted.
- 1.2. The Management Board will be authorized to take all factual and legal actions necessary to acquire the Company's own shares, as well as to amend and adjust the commencement and completion dates of the acquisition period, determine the sources of financing of the acquisition, decide the purchase price of own shares and number of own shares acquired, within the parameters provided in these resolutions. The Management Board of the Company is authorized to define any other rules for the acquisition of own shares, in the scope that it has not been regulated in this resolution.

ORGANISATIONAL ISSUES

After the items on the agenda of the extraordinary 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 extraordinary general meeting will be determined as at seven days before holding the extraordinary general meeting, i.e. as at 1 March 2021 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the extraordinary general meeting starts on the day of the meeting, i.e. on 8 March 2021 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 extraordinary 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 extraordinary 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 5 March 2021 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 extraordinary general meeting are available for reviewing as of 15 February 2021 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 extraordinary 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 extraordinary 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 extraordinary 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 extraordinary general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the extraordinary general meeting, at the latest by 19 February 2021. 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 extraordinary general meeting, at the latest 3 days prior to the date of the extraordinary general meeting by 5 March 2021. 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