

Raport bieżący nr 6/2022 z dnia 24 maja 2022 r.

Korekta raportu bieżącego nr 6/2022 z dnia 23 maja 2022 r. Informacja o Nadzwyczajnym Walnym Zgromadzeniu Akcjonariuszy

Rada Dyrektorów informuje, że do raportu nr 6 z dnia 23 maja 2022 r. nie dołączono załączników w postaci Listu Dyrektora Atlas Estates Limited, wyjaśnień do wszystkich uchwał, zawiadomienia o zwołaniu Walnego Zgromadzenia Akcjonariuszy oraz formularzu pełnomocnictwa. Wyżej wymienione załączniki zostały załączone do niniejszego raportu.

Spółka Atlas Estates Limited (dalej „Spółka”) ogłasza, że Nadzwyczajne Zgromadzenie Akcjonariuszy, o którym poinformowała w raporcie bieżącym nr 5/2022 z dnia 16 maja 2022 r., odbędzie się dnia 20 czerwca 2022 r. o godzinie 11-00 czasu Guernsey, w siedzibie Spółki, 3rd Floor, 1 Le Truchot, St Peter Port, GY1 1WD, Guernsey. Zawiadomienie wraz z proponowanym porządkiem obrad oraz kwestie związane ze składaniem dokumentów związanych z prawem wykonywania prawa głosu z akcji znajduje się w załączniku do niniejszego raportu bieżącego.

Zarząd pragnie zapewnić Państwu możliwość wykonywania prawa uczestniczenia w Zgromadzeniu Akcjonariuszy poprzez głosowanie. Szczegóły dotyczące sposobu oddawania głosu przez pełnomocnika znajdują się na stronie 3 załącznika do niniejszego raportu.

Więcej informacji, prosimy o kontakt:

Maitland Administration (Guernsey) Limited

Tel +44 (0)1 481 749 360

Guernsey.Office@maitlandgroup.com

Pani Elaine Smeja
Pani Aimee Gontier

Załączniki:

List Dyrektora Atlas Estates Limited, wyjaśnienia do wszystkich uchwał, zawiadomienie o zwołaniu Walnego Zgromadzenia Akcjonariuszy oraz formularz pełnomocnictwa

Podstawa prawna:

Artykuł 17 ROZPORZĄDZENIA PARLAMENTU EUROPEJSKIEGO I RADY (UE) NR 596/2014 z dnia 16 kwietnia 2014 r. w sprawie nadużyć na rynku (rozporządzenie w sprawie nadużyć na rynku) oraz uchylające dyrektywę 2003/6/WE Parlamentu Europejskiego i Rady i dyrektywy Komisji 2003/124/WE, 2003/125/WE i 2004/72/WE

This document is important and requires your immediate attention. If you are in doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor or other independent professional adviser. If you have recently sold or transferred all of your shares in Atlas Estates Limited, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Dear Shareholder

On 16 May 2022, the Board of Directors of Atlas Estates Limited (the “**Company**”) received a requisition notice from Atlas International Holding Limited and Fragiolig Holdings Ltd. requiring the Board to convene an extraordinary general meeting of shareholders, for the purposes of considering resolutions necessary in order to approve and action the delisting of the shares in the Company currently listed on the regulated market operated by the Warsaw Stock Exchange from trading thereon.

I am pleased to send you a copy of the notice of the requisitioned Extraordinary General Meeting (“EGM”) of the members of the Company, which will be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD on 20 June 2022 at 11am (UK time). Explanatory notes on all resolutions accompany the notice of the EGM (the “**Notice**”).

The Board of Directors of the Company believe that the proposed resolutions set out in this Notice are in the best interests of the Company and its members as a whole and recommend that shareholders vote FOR all resolutions.

If you would like to vote on the resolutions, please appoint a proxy by no later than 18 June 2022 at 11am (UK time). A form of proxy accompanies the Notice.

All resolutions will be put to a poll in reflection of best practice and to ensure that all members have their votes taken into account proportionately to their shareholdings in the Company.

The results of the EGM will be announced to the market as soon as practicable after the conclusion of the EGM.

Should you wish to discuss anything ahead of the EGM, please see below contact details:

Yours faithfully,

Mark Chasey
Chairman

atlasguernsey@maitlandgroup.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Atlas Estates Limited (the “**Company**”) will be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD on 20 June 2022 at 11am (UK time) to transact the business set out in the resolutions below.

EXTRAORDINARY RESOLUTIONS

1. To consider and approve the delisting of the shares in the Company currently listed on the regulated market operated by the Warsaw Stock Exchange (the “**Delisted Shares**”) from trading thereon;
2. To authorise the Board of Directors of the Company to take such actions as are necessary in order to effect the delisting of the Delisted Shares;
3. To authorise the Board of Directors of the Company to make such applications, to submit such documents and information, as are necessary to the Polish Financial Services Authority, the Warsaw Stock Exchange, the Guernsey Financial Services Commission and/or any other competent authority in connection with the delisting of the Delisted Shares.

By order of the Board
On behalf of Maitland Administration (Guernsey) Limited
Company Secretary

3rd Floor
1 Le Truchot
St Peter Port
Guernsey
GY1 1WD

EXPLANATORY NOTES - GENERAL

A member of the Company who is entitled to attend the EGM is entitled to appoint one or more proxies to attend, speak and vote in their place. A proxy does not need to be a member of the Company but must attend the EGM to represent you.

Details of how to appoint the Chairman of the EGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the EGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A member may appoint more than one proxy to attend the EGM, provided that each proxy is appointed to exercise rights attached to different shares.

A form of proxy is enclosed which should be completed in accordance with the instructions. To be valid this form of proxy and any power of attorney or of the authority under which it is executed (or a duly certified copy of such power of attorney) must be lodged with the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by e-mail to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. Alternatively, completed forms can be sent to the registered office of the Company c/o Maitland Administration (Guernsey) Limited, 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD. All proxies must be received by no later than 11am (UK time) on 18 June 2022, being 48 hours before the time appointed for the EGM.

CREST offers a proxy voting service which the Company's Registrar, Computershare are an agent of.

Shareholders are advised that, upon receipt of their proxy form from the Company, if they wish to appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID 3RA50) two days prior to the date of the Company's EGM at the latest. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.

CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009

Please note that the EGM will not be made available by way of publicly available real-time broadcast.

As at 23 May 2022 (being the last business day prior to the publication of the Notice), the Company's issued share capital consists of 46,852,014 Ordinary Shares, carrying one vote each.

Therefore, the total number of voting rights in the Company as at 23 May 2022 is 46,852,014. There are currently 3,470,000 shares held in treasury by the Company.

EXPLANATORY NOTES –EXTRAORDINARY RESOLUTIONS 1-3 – On 16 May 2022 the Company received from its Shareholders who held, in aggregate, at the date of the request, 44,024,309 shares representing 87.49% of the issued share capital, a request to convene an Extraordinary General Meeting of the Company in connection with: (i) the public tender offer to subscribe for the sale of the shares in the Company announced by the Shareholders on 20 April 2022; and (ii) the planned delisting of the shares in the Company from the regulated market operated by the Warsaw Stock Exchange

An Extraordinary Resolution is a resolution passed by 75% of Members.

[] Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction given.

NOTES TO THE FORM OF PROXY:

- (i) Please indicate with an "X" in the appropriate box how you wish the proxy to vote.
- (ii) If no "X" is marked in any of the for/against/vote withheld boxes in respect of a resolution, the proxy will exercise their discretion as to how they vote or whether they withhold their vote. The proxy will also exercise their discretion as to how they vote or whether they withhold their vote on any business or resolution considered at the EGM other than the resolutions referred to in this form of proxy.
- (iii) In accordance with sections 222 and 223 of The Companies (Guernsey) Law 2008, you may appoint more than one person as your proxy to exercise all or any rights to attend and to speak and vote.
- (iv) **A vote withheld is not a vote in law and will not be counted in the calculation of the votes "For" and "Against" a resolution.
- (v) To be valid this form of proxy and any power of attorney or of the authority under which it is executed (or a duly certified copy of such power of attorney) must be lodged with the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by e-mail to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. Alternatively, completed forms can be sent to the registered office of the Company c/o Maitland Administration (Guernsey) Limited, 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD. All proxies must be received by no later than 11am (UK time) on 18 June 2022, being 48 hours before the time appointed for the EGM. Completing and returning this form of proxy will not prevent you from attending the meeting and voting in person if you so wish.
- (vi) In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, to the Company's Registrar to the contact details noted above.
- (vii) A form of proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by that corporation.
- (viii) In the case of joint holdings, the signature of the first named member on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.
- (ix) Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.