

Raport bieżący nr 13/2022 z dnia 6 października 2022 r.

Informacja o Walnym Zgromadzeniu Akcjonariuszy oraz Rocznym Sprawozdaniu Finansowym

Spółka Atlas Estates Limited (dalej „Spółka”) ogłasza, że jej Roczne Sprawozdanie Finansowe za rok obrotowy zakończony 31 grudnia 2021 („Sprawozdanie”) zostało przekazane akcjonariuszom wraz z zawiadomieniem o zwyczajnym zgromadzeniu akcjonariuszy („Zawiadomienie o WZA”).

Zwyczajne Zgromadzenie Akcjonariuszy odbędzie się dnia 10 listopada 2022 r. o godzinie 10:00 czasu Guernsey, w siedzibie Spółki, 3rd Floor, 1 Le Truchot, St Peter Port, GY1 1WD, Guernsey. Proponowany porządek obrad oraz kwestie związane ze składaniem dokumentów związanych z prawem wykonywania prawa głosu z akcji znajduje się w załączniku do niniejszego raportu bieżącego. Zawiadomienie, porządek obrad i formularz pełnomocnictwa zostaną także wysłane do Akcjonariuszy w ciągu najbliższych dni.

Zarząd pragnie zapewnić Państwu możliwość wykonywania prawa uczestniczenia w Zgromadzeniu Akcjonariuszy poprzez głosowanie. Szczegóły dotyczące sposobu oddawania głosu przez pełnomocnika za pośrednictwem poczty, e-maila lub za pośrednictwem CREST 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

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

Podstawa prawna: Art. 56 ust 1 pkt 2) Ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych (Dz. U. z 2019 r. poz. 623) oraz § 19 ust. 1 Rozporządzenia Ministra Finansów z dnia 29 marca 2018 r. w sprawie informacji bieżących i okresowych przekazywanych przez emitentów papierów wartościowych oraz warunków uznawania za równoważne informacji wymaganych przepisami prawa państwa niebędącego państwem członkowskim (Dz.U. z 2018 r. poz. 757.)

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 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,

I am pleased to send you the notice of the 2022 Annual General Meeting (“**AGM**”) of the members of Atlas Estates Limited (the “**Company**”), to be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD on Thursday, 10 November 2022 at 10:00am UK time. Explanatory notes on all resolutions accompany the notice of the AGM (the “**Notice**”).

Re-Election of Directors

Clause 24.1 of the Articles of Incorporation of the Company (the “**Articles**”) state that one-third of the Directors who are subject to retirement by rotation (or if their number is not three or a multiple of three), the number nearest to, but (except where there are less than three Directors) not less than one-third, shall retire from office.

It is noted that there are only two directors in office and therefore there is no requirement for a director to retire.

Please note that the biographical details of the Directors are included for your information only.

Voting

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.

If you would like to vote on the resolutions, please appoint a proxy by no later than 8 November 2022 at 10:00am 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 AGM will be announced to the market as soon as practicable after the conclusion of the AGM.

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

Yours faithfully,

Mark Chasey
Chairman
Guernsey.Office@maitlandgroup.com

NOTICE OF ANNUAL GENERAL MEETING 2022

Notice is hereby given that the 2022 Annual 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 Thursday, 10 November 2022 at 10:00am UK time, to transact the business set out in the resolutions below.

ORDINARY RESOLUTIONS

1. That the Report of the Directors and the audited Financial Statements of the Company for the year ended 31 December 2021 are received and considered.
2. That BDO Ireland ("BDO") be re-appointed as the auditor of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the annual audited accounts are presented to the Company. BDO are to review the interim condensed consolidated and non-consolidated financial statements of the Company for the period from 1 January 2023 to 30 June 2023 and will audit the consolidated and non-consolidated financial statements of the Company for the year ended 31 December 2022.
3. To authorise the directors of the Company (the "Directors") to determine the remuneration of the auditor.

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

1 Le Truchot
St Peter Port
Guernsey
GY1 1WD

EXPLANATORY NOTES – GENERAL

IN THE LIGHT OF RESTRICTIONS ON ATTENDANCE AT THE ANNUAL GENERAL MEETING DUE TO COVID-19, WE ENCOURAGE YOU APPOINT THE CHAIR AS YOUR PROXY.

ALL NOTES BELOW REFERRING TO ATTENDANCE AT THE ANNUAL GENERAL MEETING SHOULD BE READ IN THIS CONTEXT.

A member of the Company who is entitled to attend the AGM 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 AGM to represent you.

Details of how to appoint the Chairman of the AGM 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 AGM, 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 AGM, 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 10:00am UK time on 8 November 2022, being 48 hours before the time appointed for the AGM.

CREST offers a proxy voting service which the Company's Registrar, Computershare Investor Services (Guernsey) Limited 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 (3RA50) two days prior to the date of the Company's AGM 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 AGM will not be made available by way of publicly available real-time broadcast.

As of 29 September 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 of 29 September 2022 is 46,852,014. There are currently 3,470,000 shares held in treasury by the Company.

EXPLANATORY NOTES – ORDINARY RESOLUTIONS 1 TO 3

ORDINARY RESOLUTION 1 - The Company must present the Consolidated Financial Statements for the year ended 31 December 2021, the reports of the Directors and the Auditor to the AGM for approval, to be received and considered by the Shareholders.

ORDINARY RESOLUTION 2 - The auditor(s) of a Company must be re-appointed at each general meeting where accounts are laid, to hold office until the conclusion of the next such general meeting.

ORDINARY RESOLUTION 3 - This resolution gives authority to the Board of Directors to determine the remuneration of the Auditor.

An Ordinary Resolution is a resolution passed by a simple majority of Members.

DIRECTOR BIOGRAPHIES

MARK CHASEY – Mr Chasey graduated with a Bachelor of Commerce degree in 1979 and a Bachelor of Accountancy degree in 1981, both from the University of Witwatersrand, South Africa. Having completed his articles with the accounting firm Pim Goldby in Johannesburg, Mr Chasey qualified as a member of the South African Institute of Chartered Accountants in 1984 and was Financial Controller at Femco Electric Motors Limited in Johannesburg from 1984 to 1988. After establishing his own liquidation business in Johannesburg in 1989, Mr Chasey joined Ernst and Young Trust Company (Jersey) Limited in 1997 and then, in 1999, went on to establish Oak Trust (Guernsey) Limited.

GUY INDIG – Mr Indig graduated from Bar-Ilan University, Israel with an LLB in 1990. In 2001, Mr Indig obtained an MBA from Tel-Aviv University. Having practiced law for several years, in 2000 Mr Indig joined the Beny Steinmetz Group, a sizeable, global private equity group focused on real estate investments and natural resources. Mr Indig acted as Investment Director in BSG's International Real Estate and Private Equity teams. Having completed a Masters in Finance degree at London Business School in 2005, Mr Indig joined the Royal Bank of Scotland and worked as a director in RBS' real estate finance division until 2008, focussing on asset-backed debt financing and investments throughout continental Europe and the UK. In 2008, Mr Indig was asked to join the Izaki Group as a Managing Director and he has since been leading the Izaki Group's European Real Estate and Private Equity Investment activities.

FORM OF PROXY – ANNUAL GENERAL MEETING 2022

To be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD
On Thursday, 10 November 2022 at 10:00am UK time and at any adjournment thereof

I/We.....
(BLOCK LETTERS PLEASE)

of.....

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting/
or*

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD on Thursday, 10 November 2022 at 10:00am UK time and at any adjournment thereof.

** To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present other than by proxy, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman. A proxy need not be a member of the Company.*

I/We direct my/our proxy to vote as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD**
1. That the Report of the Directors and the audited Financial Statements of the Company for the year ended 31 December 2021 are received and considered.			
2. That BDO Ireland be re-appointed as the auditor of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the annual audited accounts are presented to the Company, and that the Directors are given authorisation to fix the level of their remuneration – BDO are to review the interim condensed consolidated and non-consolidated financial statements of the Company for the period from 1 January 2023 to 30 June 2023 and will audit the consolidated and non-consolidated financial statements of the Company for the year ended 31 December 2022.			

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD**
3. To authorise the directors of the Company (the "Directors") to determine the remuneration of the auditor.			

Signed this day of 2022.

Signature

[] 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 AGM 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 10:00am UK time on 8 November 2022 being 48 hours before the time appointed for the AGM.
- (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.