

**RESOLUTIONS PASSED BY FAMUR EXTRAORDINARY GENERAL MEETING**

**HELD ON AUGUST 17TH 2021**

**RESOLUTION NO. 1  
of the Extraordinary General Meeting of FAMUR S.A.,  
dated August 17th 2021**

to appoint the Chairperson of the Extraordinary General Meeting. -----

Section 1

Pursuant to Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Ms Karolina **Blacha-Cieřlik** as Chairperson of the General Meeting.-----

Section 2

This Resolution shall become effective as of its date. -----

411,275,368 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 411,275,368 shares, from which valid votes were cast and which represented 71.56% of the share capital and carried the right to 411,275,368 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The resolution was passed unanimously. -

**RESOLUTION NO. 2  
of the Extraordinary General Meeting of FAMUR S.A.,  
dated August 17th 2021**

to appoint the Ballot Counting Committee -----

1. The Extraordinary General Meeting of FAMUR S.A. of Katowice decides not to appoint a Ballot Counting Committee. -----
2. This Resolution shall become effective as of its date. -----

In an open ballot, 409,279,032 valid votes were cast in favour of the resolution by shareholders holding a total of 411,275,368 shares, on which valid votes were cast and which represented 71.56% of the share capital and carried the right to 411,275,368 valid votes. The votes cast in favour of the resolution represented 99.51% of the votes cast as there were no votes against the resolution and 1,996,336 abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

**RESOLUTION NO. 3**  
**of the Extraordinary General Meeting of FAMUR S.A.,**  
**dated August 17th 2021**

to grant consent to a buyback of outstanding Famur shares for cancellation and to the creation of a capital reserve to finance the buyback-----

Section 1

1. Acting pursuant to Art. 362.1.5 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the “Company”) hereby resolves to grant consent to, and authorise the Company's Management Board to effect, a buyback of outstanding shares in the Company traded under ISIN PLFAMUR00012 and representing no more than 5% of the Company's share capital, i.e. 28,700,000 shares of any series in the Company with a par value of PLN 0.01 per share (the “Company Shares”), subject to the following terms and conditions: -----

- a) the Management Board's authorisation to buy back Company Shares shall be effective from the date of this Resolution to grant consent to a buyback of outstanding Famur shares for cancellation and to the creation of a capital reserve to finance the buyback until the earlier of (i) October 31st 2021 and (ii) exhaustion of the funds allocated for the buyback (the “Buyback Period”); -----
- b) the Company shall buy back Company Shares for consideration whose amount shall be specified by the Company's Management Board in one or more offers to buy back Company Shares made to all Company shareholders (the “Buyback Offer”), with the Buyback Price per Company Share in a single Buyback Offer to be the same for all Shareholders; -----

- c) only Company Shares that have been fully paid up shall be bought back; -----
  - d) the Buyback Price per Company Share shall not be lower than PLN 2.50; -----
  - e) the consideration for the bought back Company Shares shall be paid from the “Capital Reserve for the Buyback of Company Shares” that shall be created pursuant to Section 2 hereof from the Company’s statutory reserve funds created from its retained earnings, with the proviso that the total amount allocated by the Company for the buyback, including any buyback costs, shall not exceed PLN 70,000,000.00; -----
  - f) company Shares shall be bought back outside a regulated market under one or more offers to buy back Company Shares made to all Company shareholders (the “Buyback Offer”); -----
  - g) where the number of Company Shares tendered by Shareholders in response to a Buyback Offer exceeds the target number of Company Shares intended for buyback as specified by the Company's Management Board in the Buyback Offer, the number of Company Shares to be bought back from each of the tendering Shareholders shall be reduced on a pro rata basis and rounded down to the nearest integer, and where as a result of such reduction the total number of tendered Company Shares eligible for buyback falls below the target number of Company Shares intended for buyback as specified in the Buyback Offer, the Company shall keep buying back Company Shares one by one from the tendering Shareholders, starting from the one who has tendered the largest number of Company Shares, until the target number of Company Shares intended for buyback as specified in the Buyback Offer is reached; -----
  - h) company Shares may be bought back through an investment firm; -----
  - i) company Shares shall be bought back for cancellation with a view to decreasing the Company's share capital in accordance with Art. 359 of the Commercial Companies Code;-----
  - j) in order to promptly cancel the bought back Company Shares following the expiry of the Buyback Period, the Company's Management Board shall convene a General Meeting with an agenda including at least voting on resolutions to cancel the bought back Company Shares, to decrease the Company's share capital as a result of such cancellation, and to amend the Company's Articles of Association. -----
2. The Company's Management Board is hereby authorised to:-----

- a) define the procedure for and terms of the buyback of Company Shares for cancellation, -----
- b) specify the rules for the buyback of Company Shares to the extent not provided for in this Resolution, -----
- c) pay the consideration for the bought back Company Shares to the selling shareholders from the Capital Reserve for the Buyback of Company Shares as created pursuant to Section 2 hereof,
- d) take such other measures, including executing such other legal transactions, as may be necessary to effect the buyback of Company Shares in accordance with this Resolution, -----
- e) if appropriate, determine, subject to the prior consent of the Supervisory Board, an increase in the Buyback Price for Company Shares, with the proviso that the total amount allocated by the Company for the buyback, including any buyback costs, must not exceed PLN 70,000,000.00, -----
- f) resolve to terminate the Company Shares Buyback Programme in whole or in part at any time for good cause, with each such termination to be announced by the Company in a current report. -----

## Section 2

1. Acting pursuant to Art. 345.4 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the "Company") hereby resolves to create a "Capital Reserve for the Buyback of Company Shares" to finance the buyback of Company Shares for cancellation and to allocate PLN 70,000,000.00 (seventy million zloty) to the reserve from the Company's statutory reserve funds created from its retained earnings. -----
2. Following termination of the Company Shares Buyback Programme, any unused balance of the Capital Reserve referred to in Section 2.1 hereof shall, on the date of termination of the Company Shares Buyback Programme as specified in the Management Board's resolution terminating the Programme but in any case no later than on the date immediately following the expiry date of the authorisation granted under Section 1 hereof, be automatically transferred back to the Company's statutory reserve funds from which the Capital Reserve was created, and the Capital Reserve shall be reversed without the General Meeting having to pass any separate resolution.-----

## Section 3

This Resolution shall become effective as of its date. -----

410,783,596 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 411,275,368 shares, from which valid votes were cast and which represented 71.56% of the share capital and carried the right to 411,275,368 valid votes. The votes cast in favour of the resolution represented 99.88% of the votes cast as there were 491,772 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

**RESOLUTION NO. 4**

**of the Extraordinary General Meeting of FAMUR S.A.,**

**dated August 17th 2021**

to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A. -----

## Section 1

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and having considered the auditor's assessment, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the "Company") hereby resolves to give a favourable opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A. for 2020, attached as an appendix hereto. -----

## Section 2

This Resolution shall become effective as of its date. -----

411,212,534 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 411,275,368 shares, from which valid votes were cast and which represented 71.56% of the share capital and carried the right to 411,275,368 valid votes. The votes cast in favour of the resolution represented 99.98% of the votes cast as there were 62,834 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

