

**Draft resolutions of the Extraordinary General Meeting of FAMUR
S.A. convened for October 18th 2017**

Re item 2 of the agenda:

**RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017**

to appoint the Chairperson of the Extraordinary General Meeting

1. Acting pursuant to Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms ... as Chairperson of the General Meeting.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 4 of the agenda:

**RESOLUTION NO. 2
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017**

to appoint a Ballot Counting Committee

1. The Extraordinary General Meeting of FAMUR S.A. of Katowice appoints a Ballot Counting Committee comprising:
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 5 of the agenda:

**RESOLUTION NO. 3
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017**

to amend Art. 10.1 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.1 of the Company's Articles of Association to read as follows:
"1. The Management Board consists of one or more members."
2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 4
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 10.5 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.5 of the Company's Articles of Association to read as follows:

"5. A member of the Management Board may at any time resign from his or her position. A resignation should be submitted to the Company in writing."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 5
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 11.1 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 11.1 of the Company's Articles of Association to read as follows:

"1. Any statements on behalf of the Company shall be made by two Management Board members acting jointly or a Management Board member and a commercial proxy acting jointly, with the proviso that the commercial proxy may be an independent or a joint commercial proxy."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes.

.... votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 6
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 13.1 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 13.1 of the Company's Articles of Association to read as follows:

"1. The Supervisory Board consists of five or more members appointed for a joint two-year term of office."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 7
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 13 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 13 of the Company's Articles of Association by inserting, after par. 6, par. 7 reading as follows:

"7. The Supervisory Board may establish special committees, with committee members appointed from among the Supervisory Board members."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 8
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 14.2 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 14.2 of the Company's Articles of Association to read as follows:

"2. The Supervisory Board operates in accordance with the rules of procedure adopted by the Supervisory Board."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 9
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 15.2 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 15.2 of the Company's Articles of Association to read as follows:

"2. The powers and responsibilities of the Supervisory Board include, without limitation, powers to:

- 1) *assess financial statements of the Company, Directors' Reports on the Company's operations and Management Board's proposals on allocation of profit or coverage of loss, and to submit annual reports on the assessment to the General Meeting,*
- 2) *appoint and remove Management Board members,*
- 3) *determine the number of Management Board members,*
- 4) *determine the rules of remuneration of Management Board members,*
- 5) *enter into agreements with Management Board members on behalf of the Company and to represent the Company in disputes with Management Board members,*
- 6) *grant consent for Management Board members to engage in business activities or participate in entities competing with the Company,*
- 7) *suspend Management Board members from duties for valid reasons,*
- 8) *delegate Supervisory Board members to temporarily perform the duties of the Management Board members who are unable to perform their duties, have been suspended or removed from office,*
- 9) *assess financial statements and Directors' Reports on the operations of the Group,*
- 10) *approve the Rules of Procedure for the Management Board,*
- 11) *appoint the auditor of the Company's financial statements,*
- 12) *grant consent to the acquisition or disposal of real estate or perpetual usufruct or an interest in real estate or perpetual usufruct,*
- 13) *approve annual budgets of the Company and the Group prepared by the Management Board,*
- 14) *approve operational strategies for the Company prepared by the Management Board,*
- 15) *grant consent for the Company to acquire, dispose of or subscribe for shares in other companies, and for the Company to join companies as a shareholder or in a similar capacity,*
- 16) *approve accounting policies,*
- 17) *grant consent to the acquisition of assets if the value of the acquisition transaction exceeds PLN 10m, except for standard agreements, particularly agreements to acquire assets for the building, upgrading and maintaining plant and equipment to be leased out, concluded by the Company in the ordinary course of day-to-day operations,*
- 18) *grant consent to the contracting of bank or non-bank borrowings, issuance of bonds and conclusion of lease contracts exceeding the value limit set out in the Company's budget approved by the Supervisory Board."*

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 10
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17.1 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17.1 of the Company's Articles of Association to read as follows:

"1. In addition to other matters set out in applicable laws and other provisions hereof, the powers and responsibilities of the General Meeting include powers to:

- 1) *appoint and remove Supervisory Board members, subject to Art. 13.3–6 hereof;*
- 2) *determine the rules of remuneration of Supervisory Board members;*
- 3) *determine the amounts of remuneration for the Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis."*

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 11
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 3, par. 4 reading as follows:

"4. Shareholders may attend a General Meeting via electronic means if the notice of the General Meeting provides for such an option. If such an option is allowed, the Company shall provide:

- a. *a real-time broadcast of the General Meeting, or*
- b. *two-way real-time communication to ensure that shareholders can speak to the General Meeting from any location, or*
- c. *voting in person or by proxy at the General Meeting."*

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 12
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17 of the Company's Articles of Association

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 4, par. 5 reading as follows:

"5. The Company's Management Board is authorised to define detailed rules of shareholders' participation in the General Meeting, as described in par. 4, including the requirements and limitations necessary for identification of shareholders and for ensuring the security of electronic communications."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 6 of the agenda:

RESOLUTION NO. 13
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to authorise the Supervisory Board to prepare a consolidated text of the amended Articles of Association

1. Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice authorises the Supervisory Board to draw up a consolidated text of the amended Articles of Association.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 7 of the agenda:

RESOLUTION NO. 14
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to approve the Rules of Procedure for the Supervisory Board

1. Acting pursuant to Art. 17.1.2 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice approves the "Rules of Procedure for the Supervisory Board of FAMUR S.A. of Katowice" adopted by the Supervisory Board on September 13th 2017, by resolution No. 309/XII/2017. The Rules of Procedure are appended to this Resolution.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 8 of the agenda:

RESOLUTION NO. 15
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to determine the number of Supervisory Board members

1. Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 13.1 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves that the Company's Supervisory Board shall consist of (..) members.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 9 of the agenda:

RESOLUTION NO. 16
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to change the composition of the Supervisory Board

1. Acting pursuant to Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms..... (personal identification number PESEL:.....) to the Company's Supervisory Board.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour

of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

RESOLUTION NO. 17
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to change the composition of the Supervisory Board

1. Acting pursuant to Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms.....
(personal identification number PESEL:.....) to the Company's Supervisory Board.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.

Re item 10 of the agenda:

RESOLUTION NO. 18
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to determine the rules of remuneration for Supervisory Board members

1. Acting pursuant to Art. 392.1 of the Commercial Companies Code in conjunction with Art. 17.1.3 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to change the amount of monthly remuneration of FAMUR S.A. Supervisory Board members determined by resolution No. 25 of the Annual General Meeting of FAMUR S.A. of June 27th 2017 to determine the rules of remuneration for Supervisory Board members, and to set it as follows:
"FAMUR Supervisory Board members shall receive monthly remuneration of....."
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast). The resolution has been / has not been passed.