

**Draft resolutions  
of the Extraordinary General Meeting of FAMUR S.A.  
convened for August 17th 2021**

*Item 2 of the agenda:*

**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 Mr/Ms ... as Chairperson of the General Meeting.

Section 2

The 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.

*Item 4 of the agenda:*

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

to appoint the Ballot Counting Committee

Section 1

The Extraordinary General Meeting of FAMUR S.A. of Katowice appoints a Ballot Counting Committee comprising:.....

Section 2

The 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.

*Item 5 of the agenda:*

**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

# FAMUR

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 złoty) 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.

## Article 3

The 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.

### Item 6 of the agenda:

**FAMUR SA**  
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Entry No. in the National Court Register (KRS): 0000048716  
Industry Identification Number (REGON): 270641528  
Tax Identification Number (NIP): 6340126246  
Waste Management Database Number (BDO): 000019923

District Court for Katowice-Wschód in Katowice,  
8th Commercial Division of the National Court Register  
Share capital: PLN 5,747,632.12, paid in full.  
PLN account: BNP Paribas Bank Polska SA  
37 1750 1035 0000 0000 0638 4862



**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**

The 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).