

**Notice  
of the Extraordinary General Meeting of FAMUR S.A.  
to be held at 12 pm (noon) on August 17th 2021**

The Management Board of FAMUR S.A. of Katowice, with its registered office at ul. Armii Krajowej 51, Katowice, Poland, entered in the business register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. KRS 0000048716, with a share capital of PLN 5,747,632.12, paid up in full, acting pursuant to Art. 399.1 and Art. 402(1) in conjunction with Art. 402(2) of the Commercial Companies Code, hereby convenes an **Extraordinary General Meeting of the Company (the General Meeting) to be held at its registered office at ul. Armii Krajowej 51, Katowice, Poland, at 12.00 pm (noon) on August 17th 2021**, with the option for Shareholders to participate therein using electronic means of communication and with the following agenda:

1. Opening of the Extraordinary General Meeting (EGM).
2. Election of the Chairperson.
3. Confirmation that the EGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Voting on a 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.
6. Voting on a resolution to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A.
7. Closing of the EGM.

**Grounds for the draft resolutions:**

***Item 2 of the agenda***

The resolution is of a procedural nature; its adoption is required by the Commercial Companies Code.

***Item 4 of the agenda***

The resolution is of a procedural nature.

***Item 5 of the agenda***

Together with the announcement of new strategic directions for the FAMUR Group, in Current Report No 23/2021 of May 25th 2021 the Management Board of FAMUR S.A. announced its intention to convene (in Q3 2021) a General Meeting to discuss and vote on the planned buyback of Company Shares for cancellation. The adoption of the proposed draft resolution is required to enable implementation of the announced plans.

***Item 6 of the agenda***

In accordance with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, the General Meeting of a company is required to pass a resolution to provide an opinion on the remuneration report. The resolution is of an advisory nature. Accordingly, the proposed draft resolution must be submitted to the General Meeting for consideration.

**Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents procedures governing participation in the Extraordinary General Meeting and exercise of voting rights:**



## **1. The right to participate in the General Meeting**

**Pursuant to Art. 406(1) of the Commercial Companies Code, only persons who were Company shareholders 16 days prior to the date of the General Meeting, i.e. as at August 1st 2021 (the record date), have the right to participate in the Meeting.**

In order to participate in the General Meeting of FAMUR S.A., holders of rights attached to FAMUR bearer shares in book-entry form must, no earlier than after the date of the notice of the General Meeting and no later than on the first weekday following the record date, request the entity maintaining those holders' securities accounts to issue personal certificates confirming their right to participate in the General Meeting.

At the request of a holder of rights attached to book-entry bearer shares, the certificate should specify all or some of the shares registered in the holder's securities account.

The Company recommends that shareholders collect certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and carry them on the date of the General Meeting.

## **2. The right of a shareholder to request that certain items be placed on the agenda of the General Meeting**

Pursuant to Art. 401.1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be included in the agenda of the General Meeting. Such request should be submitted to the Management Board at least twenty-one days prior to the scheduled date of the General Meeting. The request should contain reasons or a draft resolution regarding the proposed agenda item. The Management Board will announce changes to the agenda made at the request of shareholders as soon as practicable, but no later than eighteen days before the scheduled date of the General Meeting. Any such changes must be announced in the same manner as the notice of the General Meeting. The request should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: famur@famur.com.pl.

The request may be made in the form of a correctly completed and signed form, downloadable from the Company's website at <http://www.famur.com>; the form and all the attached documents submitted by electronic means should be delivered as attachments in the PDF format. Separate forms for shareholders who are natural persons and for shareholders other than natural persons are available at the Company's website.

A shareholder or shareholders requesting that a particular matter be placed on the agenda should enclose with their request relevant documents confirming their identity and their right to request the inclusion of an item on the agenda, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to participate in the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the shareholder,
4. if the request is submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons authorised to represent the shareholder, and a copy of the proxy's identity card, passport or another official identity document; if the proxy is not a natural person – a copy of the valid entry in the relevant register confirming the authority of a natural person (natural persons) to represent the

proxy and a copy of the identity card or passport of the natural person (natural persons) authorised to represent the proxy.

The obligation to enclose the documents specified above applies to shareholders submitting their request in writing and to those submitting their request in electronic form. The relevant documents should be delivered in the same form as the request (as printed documents or scanned copies in the PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the delivered documents.

The Management Board will announce changes to the agenda made at the request of a shareholder or shareholders as soon as practicable, but no later than eighteen days before the scheduled date of the General Meeting.

The new agenda will be published on the Company's website, at <http://www.famur.com>.

### **3. The right of a shareholder to propose draft resolutions on matters which have been placed or are to be placed on the agenda prior to the scheduled date of the General Meeting**

Pursuant to Art. 401.4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company (in writing or by electronic means) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda.

Draft resolutions should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: [famur@famur.com.pl](mailto:famur@famur.com.pl). The Company will immediately publish such draft resolutions on its website at <http://www.famur.com>.

Draft resolutions may be submitted in the form of a correctly completed and signed form, downloadable from the Company's website; the form and all the attached documents submitted by electronic means should be delivered as attachments in the PDF format. Draft resolutions will be published immediately on the Company's website, at <http://www.famur.com>. Separate forms for shareholders who are natural persons and for shareholders other than natural persons are available at the Company's website.

A shareholder or shareholders should enclose with their draft resolutions relevant documents confirming their identity and their right to submit draft resolutions, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to participate in the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the shareholder,
4. If draft resolutions are submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons authorised to represent the shareholder, and a copy of the proxy's identity card, passport or another official identity document; if the proxy is not a natural person – a copy of the valid entry in the relevant register confirming the authority of a natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the natural person (natural persons) authorised to represent the proxy.

The obligation to enclose the documents specified above applies to shareholders submitting their request in writing and to those submitting their request in electronic form. The relevant documents should be delivered in the same form as the request (as printed documents or scanned copies in the PDF format). The

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Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the delivered documents.

#### **4. The right of a shareholder to propose draft resolutions on matters which have been placed on the agenda during the General Meeting**

Pursuant to Art. 401.5 of the Commercial Companies Code, during the General Meeting shareholders may propose draft resolutions concerning matters included in the agenda.

#### **5. Voting by proxy**

- a) Pursuant to Art. 412 of the Commercial Companies Code, shareholders may attend the General Meeting of FAMUR S.A. and exercise their voting rights in person or by proxy. Powers of proxy must be granted in writing or in electronic form. Representatives of legal entities should present valid copies of entries in the relevant registers, specifying the legal entity's authorised representatives. Persons not included in a copy of the register entry should present a relevant power of proxy signed by the entity's authorised representatives. A proxy may exercise all rights of a shareholder at the General Meeting unless the power of proxy states otherwise.

A proxy may:

- Grant further powers of proxy if this is permitted under the power of proxy (subject to Art. 412(2).3 of the Commercial Companies Code, which prohibits granting further powers of proxy by proxies who are members of the Company's Management or Supervisory Boards, Company employees or members of the governing bodies or employees of a Company's subsidiary company or subsidiary cooperative);
- Represent multiple shareholders and vote the shares of the individual shareholders differently.

Shareholders holding shares registered in multiple securities accounts may appoint a different proxy to vote the shares in each of the accounts.

- b) Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting. If a member of the Management or Supervisory Board or a Company employee is appointed a proxy for the General Meeting, the appointment will only be valid for that General Meeting. The proxy must inform the shareholder of any circumstances that give or may give rise to a conflict of interest, and must vote in accordance with the shareholder's instructions. Granting further powers of proxy is not permitted.
- c) A power of proxy to attend the General Meeting and exercise voting rights must be granted in writing, in electronic form or using the online form available from the Company's website at <http://www.famur.com>. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate. The fact that a power of proxy has been granted in electronic form or using the online form available from the Company's website at <http://www.famur.com> must be notified to the Company via electronic mail to the address [famur@famur.com.pl](mailto:famur@famur.com.pl). An electronic power of proxy should enable identification of the shareholder and the proxy. A power of proxy made in a foreign language should be translated into Polish by a sworn translator, otherwise it will have no legal effect.

An electronic power of proxy must be submitted/sent to the Company from the shareholder's email address which has been verified and confirmed by the shareholder personally at the Company's registered office (the main office) or confirmed in a deed drawn up before a notary public, with its copy submitted to the Company. If an electronic power of proxy is submitted/sent to the Company from an address that has not been verified and confirmed by the shareholder in person, it must be enclosed with copies of the identity cards of the shareholder and the proxy, or – if the shareholder is a legal person – copies of the documents

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specifying the method of the shareholder's representation, along with copies of the identity cards of its authorised representatives and a copy of the identity card of the proxy.

For the purposes of drawing up an attendance list for the General Meeting, a proxy appointed by an electronic power of proxy must present a document (a printout) confirming the appointment, enabling identification of the shareholder who appointed the proxy, along with an identity document of the proxy. If a proxy voting form is to be used (the form is available from <http://www.famur.com>), the proxy should deliver the form to the Chair of the General Meeting before voting starts on the resolution which according to the shareholder's instructions is to be voted on by the proxy using the form. The Chair of the General Meeting will inform the General Meeting that a vote has been cast using a proxy voting form, which will provide the basis for counting it towards votes cast on the resolution. Proxy voting forms used to cast votes during the General Meeting will be attached to the minute book. Shareholders may, but are not required to, use the proxy voting form available from the Company, and casting valid votes by a proxy is not conditional on using the form. Using the form is a shareholder's right, not an obligation. Proxies are required to vote in accordance with the shareholders' instructions.

## 6. Information on the shareholders' right to ask questions concerning matters placed on the agenda of the General Meeting

Shareholders participating in the General Meeting have the right to ask questions concerning the matters placed on the agenda of the General Meeting and participate in the discussion in accordance with the Rules of Procedure for the General Meeting.

## 7. Participation in the General Meeting by electronic means of communication

### a) Participation in the General Meeting by electronic means of communication

Shareholders have the option to participate in the General Meeting using electronic means of communication. In order to participate in the General Meeting by electronic means of communication, a dedicated ICT platform shall be used, which enables real-time two-way verbal communication between the shareholder, or the shareholder's proxy, and the General Meeting. When exercising the option to participate in the General Meeting by electronic means of communication, shareholders or their proxies shall bear all related risks, in particular those arising from the inability to receive transmission, communicate in real time or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the transmission along the communication channel being used.

Any communication from a shareholder wishing to participate in the General Meeting by electronic means of communication to the Company and vice versa shall be sent to or from, as appropriate, the following email address: [famur@famur.com.pl](mailto:famur@famur.com.pl).

No later than by 4.00 pm seven days prior to the General Meeting, the Shareholder shall email the following documents to the Company at [famur@famur.com.pl](mailto:famur@famur.com.pl):

- a. a statement, in the PDF format, of the Shareholder's intent to participate in the General Meeting by electronic means of communication, completed and signed in accordance with the form attached as **Appendix 1** hereto (the "Statement");
- b. a scanned copy of the Shareholder's passport or identity card enabling verification of the Shareholder's identity, with the passport or identity card number and the Shareholder's personal identification number (PESEL) indicated. Where the Shareholder is a legal person or an unincorporated organisation – a scanned copy of its entry in the relevant register or of another document confirming the capacity of its representatives. If the original of any of the aforementioned documents is in a language other than Polish, its copy shall be submitted accompanied by a certified Polish translation;

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- c. if the Shareholder has appointed a proxy to participate in the General Meeting on the Shareholder's behalf – a scanned copy of the power of proxy and of the proxy's passport or identity card enabling verification of the proxy's identity, with the passport or identity card number and the proxy's personal identification number (PESEL) indicated. The power of proxy shall comply with the formal requirements as set out Section 5 above.

The Company shall verify the right of the Shareholder who sent the Company a completed Statement to participate in the General Meeting based on the list of shareholders entitled to participate in the General Meeting obtained from the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). In order to ensure proper verification, the Company may contact the Shareholder, or the Shareholder's proxy, using the contact details specified in the Statement. If any inconsistency is identified, the Company may request the Shareholder to remove it within a time limit set by the Company, and, if the Shareholder fails to remove the inconsistency within such time limit, the Company may refuse to allow the Shareholder to participate in the General Meeting by electronic means of communication, notifying the Shareholder of such refusal prior to the General Meeting at the email address provided in the Statement.

Following confirmation of the Shareholder's right to participate in the General Meeting and of the power of proxy, if any, the Company shall, no later than by 4.00 pm one day prior to the General Meeting, send to the Shareholder or the Shareholder's proxy detailed instructions on how to register with the ICT platform enabling participation in the General Meeting by electronic means of communication at the email address provided by the Shareholder in the Statement. The relevant credentials and other related information shall be provided in a secure file, with the opening password texted at the telephone number provided in the Statement.

Any risks arising from participation in, communication with, or voting at the General Meeting by electronic means of communication in connection with improper storage of or unauthorised access to the credentials shall be borne solely by the Shareholder or the Shareholder's proxy, with the Company not being liable for any related loss or damage.

Any formal, organisational or technical matters raised or any disputes arising during the General Meeting in connection with the participation therein of a shareholder or a shareholder's proxy by electronic means of communication shall be decided by the Chairperson of the General Meeting, with such decisions to be final and binding. The technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication are attached as **Appendix 2** hereto.

## **b) Speaking at the General Meeting by electronic means of communication**

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to speak at the General Meeting as shareholders physically attending it. The two-way real-time communication between the Shareholder, or the shareholder's proxy, and the General Meeting shall be verbal.

## **c) Voting by post or by electronic means**

Voting rights may not be exercised by postal ballot.

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to vote at the General Meeting as shareholders physically attending it. The Company shall ensure that shareholders can vote any number of shares they hold, with the option to vote each share differently, and that, in a secret ballot, the way they vote their shares cannot be identified.

## **8. Access to documents relating to the General Meeting**

The complete documents to be presented to the General Meeting and the draft resolutions concerning matters which have been or are to be included in the agenda prior to the date of the General Meeting will be available from the Company's website at <http://www.famur.com> from the date of notice of the General Meeting. The documents will be promptly updated to reflect any changes and revisions, in accordance with the Commercial Companies Code. Persons entitled to attend the General Meeting may obtain copies of the documents from the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, Monday to Friday, 9 am to 3 pm.

Any comments, opinions and explanations of the Management or Supervisory Boards concerning matters which have been or are to be included in the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

## **9. List of persons entitled to attend the General Meeting**

A list of persons entitled to attend the General Meeting will be drawn up on the basis of a list prepared by the Central Securities Depository of Poland, and will be available for inspection by shareholders at ul. Armii Krajowej 51, 40-698 Katowice, Poland, for the three weekdays preceding the Extraordinary General Meeting. Shareholders may request that the list of shareholders entitled to attend the General Meeting be sent to them free of charge, providing an address to which it should be sent. Such request should be made in electronic form (PDF file) and sent to [famur@famur.com.pl](mailto:famur@famur.com.pl). To confirm a shareholder's right to request the list of shareholders entitled to attend the General Meeting (which is afforded solely to the Company's shareholder pursuant to Art. 407 of the Commercial Companies Code), the request should be enclosed with copies of the identity documents of the shareholder or persons acting on the shareholder's behalf, along with a copy of the relevant depository certificate for their shares or certificate confirming the holder's right to attend the General Meeting, issued to the holder's name.

The Company recommends that shareholders collect the certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and check whether their name is on the list of shareholders entitled to attend the General Meeting.

## **10. Registration at the General Meeting**

Persons entitled to attend the General Meeting are requested to register at the entrance to the Meeting room, 30 minutes before the opening of the Meeting.

Persons who have sent the Company completed Statements shall register at the General Meeting by logging in to the ICT platform dedicated to holding a remote ballot and to verbal communication with the General Meeting using their previously provided credentials no earlier than half an hour prior to the opening of the General Meeting.

## **11. Shareholders communicating with the Company by electronic means**

Subject to the limitations specified in the Commercial Companies Code and this notice, the Company's shareholders may communicate with the Company by electronic means. In particular, they may use electronic channels to send proposals, requests, notices, and documents. Shareholders may communicate with the Company in electronic form at the following address: [famur@famur.com.pl](mailto:famur@famur.com.pl).

Shareholders using electronic means of communication bear all risk associated with their use.

Where documents originally drawn up in a language other than Polish are delivered by electronic means, they should be enclosed with their translations prepared by a sworn translator. All documents sent by

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shareholders to the Company or by the Company to shareholders in electronic form must be scanned documents in the PDF format.

## **12. Other**

Any other matters concerning the General Meeting which are not provided for in this notice shall be governed by applicable laws and regulations, in particular the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure for the General Meeting of FAMUR S.A., and the Detailed Rules of Participation in the General Meeting by Electronic Means of Communication.

## **13. Total number of Company shares and number of voting rights attached to the shares as at the date of notice of the General Meeting**

The Company's share capital is divided into 574,763,212 shares carrying 574,763,212 voting rights at the General Meeting, comprising:

- 1) 432,460,830 Series A ordinary bearer shares, carrying 432,460,830 voting rights at the General Meeting,
- 2) 49,039,170 Series B ordinary bearer shares, carrying 49,039,170 voting rights at the General Meeting,
- 3) 4,970,000 Series C ordinary bearer shares, carrying 4,970,000 voting rights at the General Meeting,
- 4) 43,677,000 Series D ordinary bearer shares, carrying 43,677,000 voting rights at the General Meeting,
- 5) 29,293,500 Series E ordinary bearer shares, carrying 29,293,500 voting rights at the General Meeting,
- 6) 15,322,712 Series F ordinary bearer shares, carrying 15,322,712 voting rights at the General Meeting.

### **The following appendices are attached to this notice:**

- 1. Statement of intent to participate in the General Meeting by electronic means of communication*
- 2. Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.*



**Form of the** statement of intent to participate in the General Meeting by electronic means of communication

### STATEMENT

I (We), the undersigned, being a shareholder/ acting on behalf of a shareholder\* in \_\_\_\_\_ of \_\_\_\_\_ (the "Company"):

\_\_\_\_\_  
*(shareholder details: full name/ company name, address/ registered address)*

hereby declare my/our intent to participate by electronic means of communication in the Extraordinary General Meeting of the Company to be held at \_\_\_\_\_ on \_\_\_\_\_.

1. I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means in person.\* / I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means by proxy.\*
2. I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means in person.\* / I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means by proxy.\*
3. I represent that I will participate in the General Meeting holding \_\_\_\_\_ shares as indicated in the list of shareholders entitled to participate in the Company's General Meeting prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A).
4. I acknowledge and accept all terms and conditions as well as consequences of participation in the General Meeting by electronic means of communication as announced and published by the Company.

Details of the shareholder/ person representing the shareholder entitled to participate in the General Meeting by electronic means of communication\*:

Name and surname: \_\_\_\_\_

Address: \_\_\_\_\_

Personal Identification Number (PESEL): \_\_\_\_\_

ID card/passport No.\*: \_\_\_\_\_

Email address for communication, including for receiving the ICT platform credentials: \_\_\_\_\_

Telephone number for communication, including for receiving the opening password for the ICT platform credentials: \_\_\_\_\_

Signature(s) of the shareholder/ person(s) authorised to represent the shareholder\*

\_\_\_\_\_  
name and surname (position)

place and date

\_\_\_\_\_  
name and surname (position)

place and date

\* Strike out as appropriate

### **Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.**

1. A working computer with a camera, microphone and web browser (recommended: Chrome v. 78.0.3904 or later and Mozilla Firefox v. 70.0 or later).
2. Microsoft Windows operating system (recommended: Windows 10).
3. Internet connection with a minimum capacity of 1 Mb/s (recommended: minimum capacity of 5 Mb/s).