

**“PROXY VOTING FORM
FOR THE EXTRAORDINARY GENERAL MEETING OF
FAMUR SPÓŁKA AKCYJNA
OF KATOWICE
TO BE HELD ON JUNE 5TH 2017”**

- *This form has been prepared in accordance with Art. 402³ of the Commercial Companies Code to enable shareholders to vote by proxy at the Extraordinary General Meeting of FAMUR Spółka Akcyjna of Katowice convened for June 5th 2017.*
- *Use of this proxy voting form is not obligatory – it is at the sole discretion of the Shareholder and is not a precondition for voting by proxy. This form includes in particular proxy instructions.*
- *This form does not replace a power of proxy granted by a shareholder to their proxy.*
- *This form serves to:*
 - a) *identify the shareholder entitled to vote and their proxy – Part I,*
 - b) *cast a vote, raise an objection (line 2 of the table) and provide voting instructions with respect to each resolution to be voted on by the proxy (line 3 of the table) – Part II.*
- *The Shareholder gives voting instructions by putting an “X” in the appropriate box. The Shareholder who marks the “Other” box should provide in that box an instruction on how the Proxy is to vote.*
- *Shareholders who decide to vote differently on their shares should indicate the number of shares to be voted “for”, “against” and “abstain” in the space provided. If no such indication is given, the proxy will be deemed authorised to vote in the specified manner on all of the Shareholder’s shares.*
- *The tables in Part II of this form are the space for specifying voting instructions for the proxy. Each table pertains to a draft resolution right above the table.*
- *Please note that the draft resolutions presented in this form may differ from draft resolutions actually put to vote at the General Meeting. In order to avoid any doubt as to how the Proxy is to vote in such a situation, it is recommended that a procedure to be followed by the Proxy be specified in the space marked “Other”.*

PART I.
DETAILS OF SHAREHOLDER AND PROXY

PROXY: _____

(Proxy's name / company name)

(address of residence/registered office, telephone number, email address)

(NIP, PESEL/ REGON)

SHAREHOLDER: _____

(Shareholder's name / company name)

(address of residence/registered office, telephone number, email address)

(NIP, PESEL/ REGON)

(number and type of shares to be voted)

PART II.

**PROXY INSTRUCTION
FOR THE EXTRAORDINARY GENERAL MEETING OF
FAMUR S.A. OF KATOWICE
TO BE HELD AT 10:00 AM ON JUNE 5TH 2017**

1)

**RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.
of June 5th 2017**

to appoint the Chairperson of the Extraordinary General Meeting

Section 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.

Section 2

This Resolution shall become effective as of its date.

Draft Resolution No. 1 of the Extraordinary General Meeting of FAMUR S.A. of June 5th 2017 to appoint the Chairperson of the Extraordinary General Meeting		
For <input type="checkbox"/>	Against <input type="checkbox"/> Objection <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____
At proxy's discretion <input type="checkbox"/>		
Number of shares: _____		
Other: <input type="checkbox"/>		

Signature of the Shareholder

(date, place, signature)

2)

**RESOLUTION NO. 2
of the Extraordinary General Meeting of FAMUR S.A.
of June 5th 2017**

to appoint a Ballot Counting Committee

Section 1

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

Section 2

This Resolution shall become effective as of its date.

Draft Resolution No. 2 of the Extraordinary General Meeting of FAMUR S.A. of June 5th 2017 to appoint a Ballot Counting Committee		
For <input type="checkbox"/>	Against <input type="checkbox"/> Objection <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____
At proxy's discretion <input type="checkbox"/>		
Number of shares: _____		
Other: <input type="checkbox"/>		

Signature of the Shareholder

(date, place, signature)

3)

**RESOLUTION NO. 3
of the Extraordinary General Meeting of FAMUR S.A.
of June 5th 2017**

to increase the Company's share capital through the issue of Series D and Series E shares by way of a private placement with the existing shareholders' pre-emptive rights waived in full, to convert Series D and Series E shares into book-entry form and introduce them to trading on the regulated market operated by the Warsaw Stock Exchange, and to amend the Articles of Association.

Section 1

Acting pursuant to Art. 431.1, Art. 431.2.1), Art. 431.7 in conjunction with Art. 310.2, Art. 432.1 and Art. 433.2 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves as follows:

- 1) the Company's share capital shall be increased from PLN 4,864,700.00 (four million, eight hundred and sixty-four thousand, seven hundred zloty) by no less than PLN 0.01 (one grosz) and no more than PLN 729,705.00 (seven hundred and twenty-nine thousand, seven hundred and five zloty);
- 2) the share capital increase referred to in Section 1.1 shall be effected through the issue of:
 - a) no more than 43,677,000 Series D ordinary bearer shares with a par value of PLN 0.01 per share ("Series D shares");
 - b) no more than 29,293,500 Series E ordinary registered shares with a par value of PLN 0.01 per share ("Series E shares"), with the proviso that at a shareholder's request they will be converted into bearer shares;
- 3) the Company's Management Board shall be authorised to determine the final terms and conditions of subscription for Series D and Series E shares, including the issue price of Series D and Series E shares,
- 4) Series D shares shall carry the right to dividend, on a par with the other shares, in the following manner:
 - a) starting from the dividend from profit for the financial year 2017 – if Series D shares are registered in securities accounts on or before the dividend record date set in the Annual General Meeting's resolution on distribution of profit for the financial year 2017;
 - b) starting from the dividend from profit for the financial year 2018 – if Series D shares are registered in securities accounts after the dividend record date set in the Annual General Meeting's resolution on distribution of profit for the financial year 2017;
- 5) Series E shares shall carry the right to dividend, on a par with the other shares, in the following manner:
 - a) starting from the dividend from profit for the financial year 2017 – if the share capital increase through the issue of Series E shares is registered on or before the dividend record date set in the Annual General Meeting's resolution on distribution of profit for the financial year 2017;
 - b) starting from the dividend from profit for the financial year 2018 – if the share capital increase through the issue of Series E shares is registered after the dividend record date set in the Annual General Meeting's resolution on distribution of profit for the financial year 2017,
- 6) Series D and Series E shares will be fully paid for in cash prior to the registration of share capital increase through the issue of Series D and Series E shares;

- 7) the issue of Series D shares and Series E shares shall be effected by way of a private placement as referred to in Art. 431.2.1 of the Commercial Companies Code and it shall not be a public offering within the meaning of Art. 3.1 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005;
- 8) Series D shares and Series E shares shall be subscribed for as part of the issue referred to above by submitting an offer by the Company and its acceptance by the designated investor, i.e. TDJ Equity I Sp. z o.o. of Tarnowskie Góry;
- 9) Subscription agreements for Series D shares and Series E shares should be concluded by June 30th 2017;
- 10) Series D shares and Series E shares shall be sought to be admitted to trading on the regulated market of the Warsaw Stock Exchange, provided that:
 - a) Series D shares represent less than 10% of the Company's shares of the same type admitted to trading on that regulated market, and when aggregated with shares so admitted to trading on that regulated market within the last 12 months they will not reach or exceed that percentage, therefore, pursuant to Art. 7.10 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, admission of Series D shares to trading on the regulated market does not require a prospectus or information memorandum to be drawn up and published;
 - b) Series E shares shall be sought to be admitted to trading on the regulated market operated by the Warsaw Stock Exchange following their conversion into bearer shares;
- 11) Series D and Series E shares (subject to Section 1.10.b) above) shall ultimately be converted into book-entry form shares within the meaning of the Act on Trading in Financial Instruments of July 29th 2005.

Section 2

In the interest of the Company, the existing shareholders' pre-emptive rights to subscribe for all new Series D and Series E shares shall be waived in full. The Management Board's written opinion presented to the General Meeting, concerning the waiver of the pre-emptive rights to Series D and Series E shares, is hereby acknowledged. A written opinion of the Management Board, stating the reasons for the waiver of the shareholders' pre-emptive rights to acquire Series D and Series E shares and specifying the manner in which the issue price of those shares will be set has been presented to the General Meeting and is attached as an appendix to this Resolution.

Section 3

The Management Board is hereby authorised and obliged to take all practical and legal steps to implement this Resolution, and in particular:

- 1) to determine the final terms and conditions of subscription for Series D and Series E shares, including the issue price of Series D and Series E shares;
- 2) to submit an offer to subscribe for Series D and Series E shares in accordance with this Resolution;
- 3) to define the provisions of the subscription agreement for Series D and Series E shares and to enter into the subscription agreement for Series D and Series E shares;
- 4) prior to submitting a request for registration of the share capital increase – to make a representation, pursuant to Art. 310.2 of the Commercial Companies Code, in the form of a notarial deed, on the share capital amount subscribed for;

- 5) to convert Series E shares into bearer shares;
- 6) to take steps to:
 - a) register with the National Court Register the share capital increase effected through the issue of Series D and Series E shares, as well as the amendments to the Articles of Association related to the share capital increase;
 - b) convert Series D and Series E shares into book-entry form, and execute an agreement with the Central Securities Depository of Poland on registration of those shares with the securities depository, as referred to in Art. 5 of the Act on Trading in Financial Instruments;
 - c) introduce Series D and Series E shares to trading on the regulated market of the Warsaw Stock Exchange;
- 7) to take any other steps related to the implementation of this Resolution.

Section 4

In connection with the share capital increase through the issue of Series D and Series E shares, the Extraordinary General Meeting of FAMUR S.A. of Katowice, acting pursuant to Art. 430 of the Commercial Companies Code, resolves to amend Art. 6.1 of the Company's Articles of Association, which shall read as follows:

1. *The share capital of the Company amounts to no less than PLN 4,864,700.01 (four million, eight hundred and sixty-four thousand, seven hundred zloty, one grosz) and no more than 5,594,405.00 (five million, five hundred and ninety-four thousand, four hundred and five zloty) and is divided into:*
 - a. *432,460,830 (four hundred and thirty-two million, four hundred and sixty thousand, eight hundred and thirty) Series A ordinary bearer shares,*
 - b. *49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares,*
 - c. *4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares,*
 - d. *no more than 43,677,000 (forty-three million, six hundred and seventy-seven thousand) Series D ordinary bearer shares,*
 - e. *no more than 29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) Series E ordinary registered shares, with the proviso that at the shareholder's request they will be converted into bearer shares.*

Section 5

This Resolution shall come into force as of its date, with the proviso that the share capital increase and amendments to the Company's Articles of Association shall take effect as of their entry in the National Court Register.

**Draft Resolution No. 3
of the Extraordinary General Meeting of FAMUR S.A.
of June 5th 2017**

to increase the Company's share capital through the issue of Series D and Series E shares by way of a private placement with the existing shareholders' pre-emptive rights waived in full, to convert Series D and Series E shares into book-entry form and introduce them to trading on the regulated market operated by the Warsaw Stock Exchange, and to amend the Articles of Association.

For <input type="checkbox"/> Number of shares: _____	Against <input type="checkbox"/> Objection <input type="checkbox"/> Number of shares: _____	Abstain <input type="checkbox"/> Number of shares: _____
At proxy's discretion <input type="checkbox"/> Number of shares: _____		
Other: <input type="checkbox"/>		

Signature of the Shareholder

(date, place, signature)

4)

**RESOLUTION NO. 4
of the Extraordinary General Meeting of FAMUR S.A.
of June 5th 2017**

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

Section 1

Acting under 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 the consolidated text of the amended Articles of Association.

Section 2

This Resolution shall become effective as of its date.

Draft Resolution No. 4 of the Extraordinary General Meeting of FAMUR S.A. of June 5th 2017 to authorise the Supervisory Board to prepare the consolidated text of the amended Articles of Association.		
For <input type="checkbox"/> Number of shares: _____	Against <input type="checkbox"/> Objection <input type="checkbox"/> Number of shares: _____	Abstain <input type="checkbox"/> Number of shares: _____
At proxy's discretion <input type="checkbox"/> Number of shares: _____		
Other: <input type="checkbox"/>		

Signature of the Shareholder

(date, place, signature)