

## **REPORT OF THE SUPERVISORY BOARD OF FAMUR S.A.**

### **ON THE ACTIVITIES OF THE SUPERVISORY BOARD AND ON THE ASSESSMENT OF THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS, DIRECTORS' REPORT ON THE COMPANY'S AND THE GROUP'S OPERATIONS, THE MANAGEMENT BOARD'S RECOMMENDATION CONCERNING DISTRIBUTION OF PROFIT FOR THE FINANCIAL YEAR 2018, AND OF THE COMPANY'S POSITION, PREPARED FOR THE ANNUAL GENERAL MEETING**

#### **I. REPORT OF THE SUPERVISORY BOARD ON ITS ACTIVITIES IN 2018**

##### **1. LEGAL BASIS**

This Report has been prepared in accordance with:

- a. Art. 382.3 of the Commercial Companies Code;
- b. Art. 15.2.1 of the Company's Articles of Association;
- c. Section 7.2 of the Rules of Procedure for the Company's Supervisory Board.

##### **2. COMPOSITION OF THE SUPERVISORY BOARD**

Composition of the Supervisory Board as at January 1st 2018

- Tomasz Domogała	– Chairman of the Supervisory Board
- Czesław Kisiel	– Deputy Chairman of the Supervisory Board
- Jacek Leonkiewicz	– Member of the Supervisory Board
- Magdalena Zajączkowska-Ejsymont	Member of the Supervisory Board
- Dorota Wyjadłowska*	Member of the Supervisory Board
- Robert Rogowski*	Member of the Supervisory Board
- Michał Nowak	– Member of the Supervisory Board

*\*Supervisory Board member meeting statutory independence criteria*

On September 13th 2018, the Company was notified of Robert Rogowski's resignation from the position of Supervisory Board member with effect from September 30th 2018. The

resignation was connected with his planned involvement with TDJ S.A. in the future, which would lead to Mr Rogowski no longer being an independent Member of the Supervisory Board.

By resolution of the Company's Extraordinary General Meeting Resolution of October 10th 2018, Tomasz Kruk was appointed as Member of the Supervisory Board.

As at December 31st 2018, the composition of the Company's Supervisory Board was as follows:

- Tomasz Domogała	– Chairman of the Supervisory Board
- Czesław Kisiel	– Deputy Chairman of the Supervisory Board
- Jacek Leonkiewicz	– Member of the Supervisory Board
- Magdalena Zajączkowska-Ejsymont	Member of the Supervisory Board
- Dorota Wyjadłowska*	Member of the Supervisory Board
- Tomasz Kruk*	Member of the Supervisory Board
- Michał Nowak	– Member of the Supervisory Board

Since 2017, the following committees have operated within the Supervisory Board of FAMUR S.A.: Nomination and Remuneration Committee, Strategy and Investment Committee, and Audit Committee.

### **3. SUPERVISION PROCEDURES**

Pursuant to the provisions of the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board, in 2018 the Supervisory Board exercised supervision over the Company's operations. The Supervisory Board performed its duties mainly by way of passing resolutions, by written ballot and during meetings. The Supervisory Board maintained regular contact with the Company's Management Board and the auditor.

### **4. ACTIVITIES OF THE SUPERVISORY BOARD IN THE REPORTING PERIOD**

In 2018, as in previous years, the Supervisory Board dealt with both the strategic matters and the Company's day-to-day operations.

In particular, the Supervisory Board focused on:

- analysis of the sources and terms of financing proposed by the Management Board,

- assessment of the Company’s financial statements for 2017, the Directors’ Report on the Company’s operations, the Management Board’s proposal concerning distribution of profit, and the Supervisory Board’s report on the assessment,
- assessment of the financial statements of the Group for 2017 and the Directors’ Reports on the Group’s operations in 2017,
- report on the Supervisory Board’s activities in 2017,
- issuing opinions on draft resolutions of the Company’s General Meeting,
- changes on the Management Board and definition of the responsibilities of individual Management Board members,
- discussing the policy concerning remuneration of and bonus for members of the Management Board,
- giving consent to disposal of real property or perpetual usufruct rights in real property,
- giving consent to acquisition of new shares in a subsidiary and establishment of a new subsidiary,
- giving consent to disposal of shares in a subsidiary,
- approval of changes in the Accounting Policy.

## **II. SUPERVISORY BOARD’S REPORT ON THE ASSESSMENT OF THE SEPARATE FINANCIAL STATEMENTS FOR 2018, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE FAMUR GROUP FOR 2018 AND THE DIRECTORS’ REPORT ON THE OPERATIONS OF THE FAMUR GROUP AND FAMUR S.A. IN 2018**

Pursuant to Art. 382.3 of the Commercial Companies Code and the Company’s Articles of Association, the Supervisory Board has read and assessed the separate financial statements and the consolidated financial statements for the financial year from January 1st to December 31st 2018, as well as the Directors’ Report on the operations of the Group and the Company.

The Supervisory Board has read the independent auditor’s report on the audit of the full-year financial statements for 2018 and the auditor’s report on the audit of the full-year consolidated financial statements for 2018, as well as the Directors’ Report on the operations of the Group and the Company, and has concluded that:

### **I. The full-year financial statements for 2018:**

- give a true and fair view of the Company's assets and financial position as at December 31st 2018, as well as its financial results and cash flows for the period January 1st-December 31st 2018, in accordance with the applicable International Financial Reporting Standards as endorsed by the European Union and the adopted accounting policies;
- comply with the form and content requirements laid down in the laws and regulations applicable to the Company and in its Articles of Association;
- were prepared on the basis of properly maintained accounting records, in accordance with Chapter 2 of the Accounting Act of September 29th 1994.

## II. The full-year condensed financial statements for 2018:

- give a true and fair view of the Group's assets and financial position as at December 31st 2018, as well as its consolidated financial results and consolidated cash flows for the period January 1st-December 31st 2018, in accordance with the applicable International Financial Reporting Standards as endorsed by the European Union and the adopted accounting policies;
- comply with the form and content requirements laid down in the laws and regulations applicable to the Group and in the Parent's Articles of Association;

## III. Directors' Report on the operations of the FAMUR Group and FAMUR S.A. in 2018:

-has been prepared in accordance with Art. 49 of the Accounting Act and Par. 70 of the Minister of Finance's Regulation of March 29th 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state (the "Current Information Regulation"),

-is consistent with the consolidated financial statements,

- based on heour knowledge of the Company and its environment obtained during the audit, no material misstatements were identified in the Directors' Report.

Pursuant to Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018, having considered and assessed the full-year financial statements for 2018, the full-year consolidated financial statements for 2018, and the Directors' Report on the operations of the FAMUR Group and FAMUR S.A. in 2018, and having further considered:

- the auditor's opinion on the above financial statements and discussions held with representatives of the audit firm, including the lead auditor,

- the positive recommendation by the Supervisory Board's Audit Committee to approve the full-year financial statements for 2018, the full-year consolidated financial statements for 2018, and the Directors' Report on the operations of FAMUR and FAMUR S.A. in 2018,

the Supervisory Board concluded that the full-year financial statements for 2018, the full-year consolidated financial statements for 2018 and the Directors' Report on the operations of the FAMUR Group and FAMUR S.A. in 2018 are consistent with the accounting records, other relevant documents and facts.

Pursuant to Art. 4a of the Accounting Act of September 29th 1994 (the "Act"), the Supervisory Board further concludes that all elements of the full-year financial statements for 2018, the full-year consolidated financial statements for 2018, and the Directors' Report on the operations of the FAMUR Group and FAMUR S.A. in 2018 meet the requirements laid down in the applicable laws.

### **III. ASSESSMENT OF THE PROPOSAL CONCERNING DISTRIBUTION OF THE COMPANY'S PROFIT FOR 2018**

Pursuant to Art. 382.3 of the Commercial Companies Code, in view of the fact that the Company's dividend policy outlined in the Strategy provides for dividend payments of 50%-100% of net profit, the Supervisory Board has positively assessed the proposal of the Management Board that:

- a. the Company's net profit earned in 2018, of PLN 153,435,438.79,
- b. plus PLN 53,479,317.53, derived from the Company's statutory reserve funds, set up from the profit earned in 2016 transferred to statutory reserve funds pursuant to Resolution No. 5 of the Annual General Meeting of June 27th 2017,
  - i.e. PLN 206,914,756.32 in total, representing 100% of the Group's consolidated profit for 2018 attributable to owners of the Parent (i.e. PLN 0.36 per share) be allocated to dividend payment.

The Supervisory Board has issued a positive opinion on the Management Board's proposal.

### **IV. CONCLUSIONS**

The Supervisory Board collectively supervised the Management Board's activities in the financial year 2018 and performed its duties pursuant to the relevant provisions of the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board.

Considering the results of the assessment of the (separate and consolidated) financial statements and the Directors' Report on the operations of the Company and the Group in 2018, and taking into account the overall conditions and circumstances in which the Company operated in 2018, the Supervisory Board recommends that the Annual General Meeting of FAMUR S.A.:

- a) receive the Company's full-year separate financial statements for 2018,
- b) receive the Group's full-year consolidated financial statements for 2018,
- c) receive approve the Directors' Report on the operations of the Company and the Group in 2018,
- d) pass the resolution on distribution profit as proposed by the Management Board,
- e) grant discharge to members of the Company's Management Board in respect of their performance of duties in 2018.

## **V. SUPERVISORY BOARD'S ASSESSMENT OF THE COMPANY'S AND THE GROUP'S STANDING IN 2018**

### **1. ASSESSMENT OF THE COMPANY'S AND THE GROUP'S STANDING**

The Group companies delivered aggregate revenue in excess of PLN 2.2bn and earned a net profit of PLN 219.5m, which represented an almost 34.5% year-on-year growth of consolidated revenue. In 2018, the FAMUR Group significantly increased its revenue in the Underground segment, by 38% year on year; the change was mainly attributable to higher volumes of orders in the Underground segment, supported by a favourable market environment, as well as the acquisition and consolidation in the segment of the PRIMETECH Group (formerly: KOPEX). The segment's revenue was primarily driven by contracts for the Polish mining industry, as well as supplies to CIS countries. During the year, the Underground segment signed a number of more profitable, higher margin contracts, which supported the profitability of the entire Group.

In the Surface business, revenue increased by PLN 80m year on year. The segment's projects involved deliveries of machinery for the power industry, handling and hoisting systems, and surface mining equipment. With the final consolidation of the surface assets in the segment the Company built up its competencies to be able to compete effectively on the Polish market and abroad. Given the nature of the Surface market, which is largely based on long-term contracts, there is a need to further streamline the business model and work on improving margins in this second largest segment of the Group's business.

The Company also continued to diversify the Group's operations by opening up to new business areas, including by further developing activities in the transport and handling business, which offers promising prospects, and building a new hard rock mining segment. By diversifying into a number of business segments, which may have different economic cycles, the Company should be able to stabilise its future results.

In view of the foregoing, the Supervisory Board gives a positive opinion on the Company's standing, including on the new development strategy, focused on global growth and expansion.

The Supervisory Board gives a positive opinion on the Company's fulfilment of the disclosure obligations related to compliance with the corporate governance principles set out in the WSE Rules and legal regulations concerning current and periodic information to be disclosed by issuers of securities.

## **2. ASSESSMENT OF THE INTERNAL AUDIT SYSTEM AND THE MATERIAL RISK MANAGEMENT SYSTEM**

Responsibility for the internal audit system and its operational effectiveness in the processes of preparing financial statements lies with the Management Board of the Company. The Company has no separate internal audit function, and all internal control, risk management and compliance functions are performed within the corporate controlling and legal departments.

Monitoring of the effectiveness of the internal control and risk management systems as well as of the internal audit function, including with respect to financial reporting, is also performed by the Audit Committee.

The Supervisory Board gives a positive opinion on the internal audit and risk management systems in place at the Company.

## **3. SUMMARY**

The Supervisory Board has not identified any threat to the Company continuing as a going concern. The Supervisory Board gives a positive opinion on the Management Board's activities in 2018 and therefore recommends that the Annual General Meeting grant discharge to members of the Management Board in respect of their performance of duties in 2018.