

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

18

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2016

Date:

April 18th 2016

Abbreviated issuer name

FAMUR S.A.

Subject

Notice of Extraordinary General Meeting of FAMUR S.A.

Legal basis

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

Acting under Par. 38.1.1 and Par. 38.1.2 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 February 19th 2009 (Dz.U. of 2009, No. 33, item 259), the Management Board of FAMUR S.A. of Katowice hereby gives notice of the Extraordinary General Meeting to be held at 12:00 noon on May 20th 2016 in Katowice.

Appendices

File	Description
FAMUR SA_zwołanie_NWZ_20.05.2016.pdf	FAMUR S.A. Notice of EGM to be held on May 20th 2016

FAMUR Spółka Akcyjna	(full issuer name)
FAMUR S.A.	Electromechanical (ele)
(abbreviated issuer name)	(sector according to the WSE)
40-698	Katowice
(postal code)	(city/town)
Armii Krajowej	51
(street)	(number)
+48 32 359 63 00	+48 32 359 66 77
(phone)	(fax)
sekretariat@famur.com.pl	www.famur.com
(email)	(www)
634-012-62-46	270641528
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

## SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
April 18th 2016	Zbigniew Fryzowicz	Vice President of the Management Board	
April 18th 2016	Olga Panek	Commercial Proxy	

**Legal basis:** Art. 504.1 of the Commercial Companies Code of September 15th 2000 (Dz.U. No. 94, item 1037, as amended),  
in conjunction with Art. 56.1.2 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005 (consolidated text: Dz. U. of 2013, item 1382, as amended).

### **FIRST NOTICE OF THE INTENTION TO MERGE**

The Management Board of FAMUR S.A. with its registered office at ul. Armii Krajowej 51, Katowice, Poland, entered in the Business Register of the National Court Register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. KRS 0000048716 (the Acquirer or FAMUR S.A), **hereby gives the first notice to** the shareholders of its intention to pass a resolution to merge with ELGÓR+ZAMET Sp. z o.o. with its registered office at ul. 1-Maja 35, Piekary Śląskie, Poland, registered in the National Court Register maintained by the District Court in Gliwice, 10th Commercial Division of the National Court Register, under entry No. KRS 0000205901 (the Acquiree or ELGÓR+ZAMET Sp. z o.o.) on the terms defined in the Merger Plan published pursuant to Art. 500.2<sup>1</sup> of the Commercial Companies Code free of charge on the website [www.famur.com](http://www.famur.com).

The merger will be effected in accordance with Art. 492.1.1) of the Commercial Companies Code, i.e. through the transfer of all assets of the Acquiree – ELGÓR + ZAMET Sp. z o.o. of Piekary Śląskie, to the Acquirer – FAMUR S.A. of Katowice. In connection with the merger, the Acquirer's share capital will be increased by PLN 49,700.00 (forty nine thousand, seven hundred złoty), from PLN 4,815,000.00 (four million, eight hundred and fifteen thousand złoty) to PLN 4,864,700.00 (four million, eight hundred and sixty four thousand, seven hundred złoty) by way of issue of 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares with a par value of PLN 0.01 (one grosz) per share and a total par value of PLN 49,700.00 (forty nine thousand, seven hundred złoty) (the „Merger Shares”). All Merger Shares will be taken up by all shareholders of the Acquiree except FAMUR S.A. Pursuant to Art. 514.1 of the Commercial Companies Code, FAMUR S.A., as the Acquirer, may not take up its own shares in exchange for shares held in the Acquiree.

In the period from the date of the first notice of the intended merger to the date of the merger resolution, the Acquirer's shareholders will be able to inspect the documents referred to in Art. 505.1 in conjunction with Art. 504 of the Commercial Companies Code, at the Acquirer's registered office, situated at ul. Armii Krajowej 51, 40-698 Katowice, Poland.

**Legal basis:** Par. 38.1.1) and Par. 38.1.2) 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 February 19th 2009, in conjunction with Art. 402<sup>1</sup> of the Commercial Companies Code

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**The Management Board of FAMUR Spółka Akcyjna of Katowice gives notice of the Extraordinary General Meeting to be held at 12:00 noon on May 20th 2016 at FAMUR Spółka Akcyjna's registered office situated at ul. Armii Krajowej 51, Katowice, with the following agenda:**

1. Opening of the EGM.
2. Election of the Chair.
3. Confirmation that the EGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Passing a resolution to merge FAMUR S.A. with ELGÓR + ZAMET Sp. z o.o. and making a relevant amendment to Art. 6.1 of the Articles of Association of FAMUR S.A.
6. Closing of the EGM.

#### **Existing wording of Art. 6.1 of FAMUR S.A.'s Articles of Association:**

*"The share capital of the Company amounts to PLN 4,815,000.00 (four million, eight hundred and fifteen thousand złoty) and is divided into 481,500,000 (four hundred and eighty one million, five hundred thousand) shares, including:*

- 1) 432,460,830 (four hundred and thirty two million, four hundred and sixty thousand, eight hundred and thirty) Series A ordinary bearer shares,
- 2) 49,039,170 (forty nine million, thirty nine thousand, one hundred and seventy) Series B ordinary bearer shares."

#### **Text of the proposed amendment to Art. 6.1 of FAMUR S.A.'s Articles of Association:**

*"The share capital of the Company amounts to PLN 4,864,700.00 (four million, eight hundred and sixty four thousand, seven hundred złoty) and is divided into 486,470,000 (four hundred and eighty six million, four hundred and seventy thousand) shares, including:*

- 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."

#### **Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents the 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 May 4th 2016 (the record date), have the right to participate in the Meeting.**

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

- a) company name (name), registered office, address and seal of the certificate issuer and the certificate's reference number,

- b) number of the shares,
- c) type and code of the shares,
- d) registered office and address of FAMUR S.A.,
- e) par value of the shares,
- f) full name or company name of the holder of rights attached to the shares,
- g) registered office (domicile) and address of the holder of rights attached to the shares,
- h) reason for issuing the certificate,
- i) date and place of issuing the certificate,
- j) signature of the person authorised to issue the certificate.

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 on 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](mailto:famur@famur.com.pl).

The request may be made in the form of a correctly completed and signed form, downloaded from the Company's website, at <http://www.famur.com>, provided that the form and all the attached documents submitted by electronic means must be delivered as attachments in 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 must 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 keeping 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 that it holds the required number of shares as at the request date,
2. in the case of a shareholder who is a natural person – a copy of his or her identity card, passport or another identity document,
3. in the case of a shareholder who 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 PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of 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 <http://www.famur.com>.

Draft resolutions may be submitted in the form of a correctly completed and signed form, downloaded from the Company's website, provided that the form and all the attached documents submitted by electronic means must be delivered as attachments in PDF format. Draft resolutions will be published immediately on the Company's website <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 must 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 keeping 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 that it holds the required number of shares as at the request date,
2. in the case of a shareholder who is a natural person – a copy of his or her identity card, passport or another identity document,
3. in the case of a shareholder who 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 PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of 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**

As permitted under Art. 401.5 of the Commercial Companies Code, during the General Meeting shareholders may propose draft resolutions concerning matters included on 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 authorised representatives of the legal entities. Persons not included in a copy of the register entry should present a relevant power of proxy signed by authorised representatives of the entity. 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 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 safe electronic signature verifiable with a valid qualified certificate. 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 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 confirming the appointment (a printout), 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 must 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 need not, 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 must vote in accordance with the shareholders' instructions.

#### **6. Attending the General Meeting by electronic means**

The Company's Articles of Association do not provide shareholders with the option to attend the General Meeting by electronic means.

#### **7. Speaking at the General Meeting by electronic means**

The Company's Articles of Association do not provide shareholders with the option to speak at the General Meeting by electronic means.

#### **8. Voting by post or by electronic means**

The Company's Articles of Association do not provide shareholders with the option to vote by post or by electronic means.

#### **9. 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 on the agenda prior to the date of the General Meeting will be available from the Company's website <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, 8am to 3pm. Any comments, opinions and explanations of the Management or Supervisory Boards concerning matters which have been or are to be included on the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

#### **10. 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. The request should be made in electronic form as a 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.

Persons entitled to attend the General Meeting are requested to register and collect ballot papers at the entrance to the Meeting room, 30 minutes before the opening of the 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 sent by electronic means, they must be enclosed with their translations prepared by a sworn translator. All documents sent by shareholders to the Company or by the Company to shareholders in electronic form must be scanned documents in PDF format.

## **12. 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 481,500,000 shares carrying 481,500,000 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.