

## **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. Presentation to the Extraordinary General Meeting of the Management Board's opinion providing grounds for the full waiver of the existing shareholders' pre-emptive rights to acquire new Series D and Series E shares, as well as for the determination of their issue price.
6. Passing a resolution 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 to introduce them to trading on the regulated market operated by the Warsaw Stock Exchange, and to amend the Articles of Association.
7. Passing a resolution to authorise the Supervisory Board to prepare the consolidated text of amended Articles of Association.
8. Closing of the Extraordinary General Meeting.

**DRAFT RESOLUTIONS  
of the Extraordinary General Meeting  
of FAMUR S.A. of Katowice, convened  
for June 5th 2017**

*- Re item 2 of the agenda:*

**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.

The ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which constituted ... 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 the votes cast) and ... votes against the resolution (... % of the votes cast).

The resolution has been / has not been passed.

### **Grounds**

The resolution is procedural in nature (required under the Commercial Companies Code).

- *Re item 4 of the agenda:*

**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.

The ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which constituted ... 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 the votes cast) and ... votes against the resolution (... % of the votes cast).

The resolution has been / has not been passed.

### **Grounds**

The resolution is procedural in nature (required under the Commercial Companies Code).

- *Re item 6 of the agenda:*

**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 złoty) 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 złoty);
- 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.

The ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which constituted ... 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 the votes cast) and ... votes against the resolution (... % of the votes cast). The resolution has been / has not been passed.

#### **Grounds:**

According to draft Resolution No. 3 of the Extraordinary General Meeting of FAMUR Spółka Akcyjna

of Katowice to increase the Company's share capital, the Company's share capital is proposed to be increased from PLN 4,864,700.00 by no less than PLN 0.01 and no more than PLN 729,705.00. The issue is to be effected by way of a private placement, i.e. by offering the new shares solely to the designated investor, TDJ Equity I Sp. z o.o. Thus, the issue and the offering of Series D and Series E shares will 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.

Considering the nature and structure of the Company's shareholder base, duration and degree of formality, as well as costs associated with different types of share subscriptions, the best way of increasing the Company's share capital is a private placement with the existing shareholders' pre-emptive rights waived in full, and offering the shares to an investor interested in equity involvement in the Company – which is the fastest and least costly procedure of increasing the share capital.

At this point, it should be noted that TDJ Equity I sp. z o.o. plans to sell some of its shares in FAMUR S.A. through offerings made to selected investors. This will allow stock market investors to purchase FAMUR S.A. shares that are already traded, without the need for an admission procedure. The plans are to sell up to 15% of the shares, but not more than the number of shares to be issued in connection with the planned capital increase. It should also be noted that TDJ Equity I sp. z o.o. intends to subscribe for such number of shares in the increased share capital of FAMUR S.A. that will be equal to the number of shares to be sold by TDJ Equity sp. z o.o. to stock market investors.

TDJ Equity I sp. z o.o. proposes that the issue price per share of Series D and Series E shares be equal to the sale price of one share in FAMUR S.A. sold by TDJ Equity I sp. z o.o. on the regulated market.

*- Re item 7 of the agenda:*

**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 incorporating the amendments specified in Resolution No. 3 of the General Meeting.

**Section 2**

This Resolution shall become effective as of its date.

The ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which constituted ... 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 the votes cast) and ... votes against the resolution (... % of the votes cast). The resolution has been / has not been passed.

**Grounds**

The resolution is procedural in nature (required under the Commercial Companies Code).