

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

63

/

2017

Date:

September 20th 2017

Abbreviated issuer name

FAMUR S.A.

Subject

Draft resolutions for 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. 38.1.3 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 publishes the draft resolutions to be considered at the Company's Extraordinary General Meeting convened for October 18th 2017.

Appendices

File	Description
FAMUR SA_projekty uchwał NW 18.10.2017.pdf	FAMUR SA draft resolutions for the EGM October 18th 2017

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)
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(street)	(number)
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(phone)	(fax)
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634-012-62-46	270641528
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
September 20th 2017	Zbigniew Fryzowicz	Vice-President of the Management Board	
September 20th 2017	Olga Panek	Commercial Proxy	

Acting under Par. 38.1.3 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. 2014.133, consolidated text of January 28th 2014), the Management Board of FAMUR S.A. of Katowice hereby publishes the draft resolutions to be considered at the Company's Extraordinary General Meeting convened for October 18th 2017.

**Draft resolutions
of the Extraordinary General Meeting of
FAMUR S.A. convened for October 18th 2017**

Re item 2 of the agenda:

**RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017**

to appoint the Chairperson of the Extraordinary General Meeting

1. Acting on the basis of 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.
2. The Resolution shall become effective as of its date.

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

Re item 4 of the agenda:

**RESOLUTION NO. 2
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017**

to appoint the Ballot Counting Committee

1. The Extraordinary General Meeting of FAMUR S.A. of Katowice appoints the Ballot Counting Committee comprising:
2. The Resolution shall become effective as of its date.

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

Re item 5 of the agenda:

RESOLUTION NO. 3
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 10.1 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.1 of the Company's Articles of Association to read as follows:

"1. The Management Board consists of one more members."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 4
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 10.5 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.5 of the Company's Articles of Association to read as follows:

"5. A member of the Management Board may at any time resign from his or her position. A resignation should be submitted to the Company in writing."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 5
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 11.1 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 11.1 of the Company's Articles of Association to read as follows:

“1. Any representations on behalf of the Company shall be made by two Management Board members acting jointly or a Management Board member and a commercial proxy acting jointly, with the proviso that the commercial proxy may be an independent or a joint commercial proxy.”

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 6
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 13.1 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 13.1 of the Company's Articles of Association to read as follows:

“1. The Supervisory Board consists of five or more members appointed for a joint two-year term of office.

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 7
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 13 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 13 of the Company's Articles of Association by inserting, after par. 6, par. 7 reading as follows:

“7. The Supervisory Board may establish special committees, with committee members appointed from among the Supervisory Board members.”

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 8
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 14.2 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 14.2 of the Company's Articles of Association to read as follows:

"2. The Supervisory Board operates in accordance with rules of procedure which must be approved by the Supervisory Board."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 9
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 15.2 of the Company's Articles of Association

- 1 Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 15.2 of the Company's Articles of Association to read as follows:

"2. The powers and responsibilities of the Supervisory Board include without limitation:

- 1) *to assess financial statements of the Company, Directors' Reports on the Company's operations and Management Board's proposals on allocation of profit or coverage of loss, and to submit annual reports on the assessment to the General Meeting,*
- 2) *to appoint and remove Management Board members,*
- 3) *to determine the number of Management Board members,*
- 4) *to determine the rules of remuneration of Management Board members,*
- 5) *to enter into agreements with Management Board members on behalf of the Company and to represent the Company in disputes with Management Board members,*
- 6) *to grant consent for Management Board members to engage in competitive business activities or participate in competitive entities,*
- 7) *to suspend Management Board members from duties for valid reasons,*
- 8) *to delegate Supervisory Board members to temporarily perform the duties of the Management Board members who are unable to perform their duties, have been suspended or removed from office,*

- 9) to assess financial statements and Directors' Reports on the operations of the Group,
- 10) to approve the Rules of Procedure for the Management Board,
- 11) to appoint the auditor of the Company's financial statements,
- 12) to grant consent to the acquisition or disposal of real estate or perpetual usufruct or an interest in real estate or perpetual usufruct,
- 13) to approve annual budgets of the Company and the Group prepared by the Management Board,
- 14) to approve operational strategies for the Company prepared by the Management Board,
- 15) to grant consent for the Company to acquire, dispose of or subscribe for shares in other companies, and for the Company to join companies as a shareholder or in a similar capacity,
- 16) to approve accounting policies,
- 17) to grant consent to the acquisition of assets if the value of the acquisition transaction exceeds PLN 10m, except for standard agreements, particularly agreements to acquire assets for the building, upgrading and maintaining plant and equipment to be leased out, concluded by the Company in the ordinary course of day-to-day operations,
- 18) to grant consent to the contracting of bank or non-bank borrowings, issuance of bonds and conclusion of lease contracts exceeding the value limit set out in the Company's budget approved by the Supervisory Board.

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 10
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17.1 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17.1 of the Company's Articles of Association to read as follows:

"1. In addition to other matters set out in applicable laws and other provisions hereof, the powers and responsibilities of the General Meeting include:

- 1) to appoint and remove Supervisory Board members, subject to Art. 13.3–6 hereof;
- 2) to determine the rules of remuneration of Supervisory Board members;
- 3) to determine the amounts of remuneration for the Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 11
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 3, par. 4 reading as follows:

"4. Shareholders may attend a General Meeting via electronic means if the notice of the General Meeting provides for such an option. If such an option is allowed, the Company shall provide:

- a. real time transmission of proceedings of the General Meeting, or*
- b. two-way, real-time communication enabling the shareholders to speak in the course of the General Meeting while staying away from the General Meeting venue, or*
- c. voting in person or by proxy at the General Meeting."*

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

RESOLUTION NO. 12
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to amend Art. 17 of the Company's Articles of Association

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 5, par. 4 reading as follows:

"5. The Company's Management Board is authorised to define detailed rules of shareholders' participation in the General Meeting, as described in par. 4, including the requirements and limitations necessary for identification of shareholders and ensuring security of electronic communications."

2. This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments in the National Court Register.

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

Re item 6 of the agenda:

RESOLUTION NO. 13
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

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

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 a consolidated text of the amended Articles of Association.
2. The Resolution shall become effective as of its date.

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

Re item 7 of the agenda:

RESOLUTION NO. 14
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to approve the Rules of Procedure for the Supervisory Board

1. Acting on the basis of Art. 17.1.2 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice approves the "Rules of Procedure for the Supervisory Board of FAMUR S.A. of Katowice" adopted by the Supervisory Board on September 13th 2017, by resolution No. 309/XII/2017. The Rules of Procedure are appended to this resolution.
2. The Resolution shall become effective as of its date.

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

Re item 8 of the agenda:

RESOLUTION NO. 15
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to determine the number of Supervisory Board members

1. Acting on the basis of Art. 385.1 of the Commercial Companies Code and Art. 13.1 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves that the Company's Supervisory Board will consist of (.....) members.
2. The Resolution shall become effective as of its date.

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

Re item 9 of the agenda:

RESOLUTION NO. 16
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to change the composition of the Supervisory Board

1. Acting on the basis of Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms.....to the Supervisory Board (PESEL:.....).
2. The Resolution shall become effective as of its date.

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

RESOLUTION NO. 17
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to change the composition of the Supervisory Board

1. Acting on the basis of Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms.....to the Supervisory Board (PESEL:.....).
2. The Resolution shall become effective as of its date.

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

Re item 10 of the agenda:

RESOLUTION NO. 18
of the Extraordinary General Meeting of FAMUR S.A.
of October 18th 2017

to determine the rules of remuneration for Supervisory Board members

1. Acting on the basis of Art. 392.1 of the Commercial Companies Code in conjunction with Art. 17.1.3 of the Company's Articles of Association, the Extrordinary General Meeting of FAMUR S.A. of Katowice resolves to change the amount of monthly remuneration of FAMUR S.A. Supervisory Board members determined in resolution No. 25 of the Annual General Meeting of FAMUR S.A. of June 27th 2017 to determine the rules of remuneration for the Supervisory Board members and define them as follows:

"FAMUR Supervisory Board members shall receive monthly remuneration of....."

2. The Resolution shall become effective as of its date.

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