

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

32

/

2020

Date:

Dec 21 2020

Abbreviated issuer name:

FAMUR S.A.

Subject:

Notice of Extraordinary General Meeting

Legal basis:

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

Text of the report:

The Management Board of FAMUR S.A. of Katowice (the “Company”) hereby gives notice of an Extraordinary General Meeting of the Company, to be held at ul. Armii Krajowej 51 in Katowice, Poland, at **12 noon on January 18th 2021.**

Attached to this report is the full text of the notice of the Extraordinary General Meeting, reasoned draft resolutions and documents to be considered by the Extraordinary General Meeting.

All information and documents relating to the Extraordinary General Meeting have been made available on the Company’s website at <https://famur.com/walne-zgromadzenie> The Rules of Procedure for the General Meeting and detailed rules of participation in the General Meeting by electronic means of communication are also available on the Company’s website at <https://famur.com/lad-korporacyjny>.

Legal basis:

Par. 19.1.1 and 19.1.2 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 (Dz.U. of 2018, item 757, April 20th 2018).

|                                   |                                          |
|-----------------------------------|------------------------------------------|
| 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) |

Appendices:

| <b>File:</b>                                | <b>Description</b>                                                                                                                       |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Notice of FAMUR EGM with reasons.pdf        | <b>Notice of an EGM</b> with reasoned draft resolutions and information on the total number of shares and voting rights attached thereto |
| Draft resolutions EGM FAMUR.pdf             | <b>Draft resolutions</b> for EGM                                                                                                         |
| Charitable Giving Policy.pdf                | FAMUR S.A. Charitable Giving Policy                                                                                                      |
| Rules of Procedure for eGM of FAMUR S.A.pdf | <b>Detailed rules</b> of participation in the <b>General Meeting</b> by <b>electronic means of communication</b>                         |

#### **SIGNATURES OF AUTHORISED REPRESENTATIVES**

| Date        | Full name         | Position                                | Signature |
|-------------|-------------------|-----------------------------------------|-----------|
| Dec 21 2020 | Mirosław Bendzera | President of the Management Board       |           |
| Dec 21 2020 | Beata Zawiszowska | Vice President, Chief Financial Officer |           |



**Notice  
of the Extraordinary General Meeting of FAMUR S.A.  
to be held at 12 noon on January 18th 2021**

The Management Board of FAMUR S.A. of Katowice, with its registered office at ul. Armii Krajowej 51, Katowice, Poland, entered in the business register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. KRS 0000048716, with a share capital of PLN 5,747,632.12, paid up in full, acting pursuant to Art. 399.1 and Art. 402(1) in conjunction with Art. 402(2) of the Commercial Companies Code, gives notice of an **Extraordinary General Meeting of the Company (the General Meeting), to be held at FAMUR S.A.'s registered office at ul. Armii Krajowej 51, Katowice, Poland, at 12 noon on January 18th 2021**, with the option for Shareholders to participate using electronic means of communication and with the following 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. Resolution to adopt a Charitable Giving Policy at the Company.
5. Closing of the EGM.

**Grounds for the draft resolutions:**

***item 2 of the agenda***

The resolution is of a procedural nature; its adoption is required by the Commercial Companies Code.

***item 4 of the agenda***

Adoption of the Company's Charitable Giving Policy pursuant to Art. 393<sup>1</sup> of the Commercial Companies.

The Charitable Giving Policy is deeply rooted in the FAMUR Group's corporate culture and stems from the global strategy of growing the organisation in the areas of corporate social responsibility, sustainable development and external communication.

The Charitable Giving Policy outlines FAMUR S.A.'s charitable giving, the role of sponsorship and charitable activities in growing the organisation, supported initiatives, forms of donations and an explanation of the value and importance of corporate social responsibility in running a manufacturing business.

Developing and applying an internal charitable donations and sponsorship policy is in line with recommendations set out in the document prepared by the Warsaw Stock Exchange "Standards recommended for the compliance management system on counteracting corruption and the whistleblower protection system in companies listed on markets organised by the Warsaw Stock Exchange".

# FAMUR

Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents 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 January 2nd 2021 (the record date), have the right to participate in the Meeting.**

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

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 in 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, downloadable from the Company's website at <http://www.famur.com>; the form and all the attached documents submitted by electronic means should be delivered as attachments in the 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 should 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 maintaining 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 holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the shareholder,

# FAMUR

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 the PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the 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 at <http://www.famur.com>.

Draft resolutions may be submitted in the form of a correctly completed and signed form, downloadable from the Company's website; the form and all the attached documents submitted by electronic means should be delivered as attachments in the PDF format. Draft resolutions will be published immediately on the Company's website, at <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 should 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 maintaining 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 holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder 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.

# FAMUR

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 the PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the 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**

Pursuant to Art. 401.5 of the Commercial Companies Code, during the General Meeting shareholders may propose draft resolutions concerning matters included in 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 the legal entity's authorised representatives. Persons not included in a copy of the register entry should present a relevant power of proxy signed by the entity's authorised representatives. 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 a 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 secure electronic signature verifiable with a valid qualified certificate. The fact 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

# FAMUR

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 (a printout) confirming the appointment, 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 should 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 are not required to, 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 are required to vote in accordance with the shareholders' instructions.

## 6. Participation in the General Meeting by electronic means of communication

### a) Participation in the General Meeting by electronic means of communication

Shareholders have the option to participate in the General Meeting using electronic means of communication. In order to participate in the General Meeting by electronic means of communication, a dedicated ICT platform shall be used, which enables real-time two-way verbal communication between the shareholder, or the shareholder's proxy, and the General Meeting. When exercising the option to participate in the General Meeting by electronic means of communication, shareholders or their proxies shall bear all related risks, in particular those arising from the inability to receive transmission, communicate in real time or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the transmission along the communication channel being used.

The Company provides a real-time broadcast of the General Meeting. In order to access the broadcast of the General Meeting, shareholders should submit to the Company a request for access to the system used to broadcast the General Meeting.

Any communication from a shareholder wishing to participate in the General Meeting by electronic means of communication to the Company and vice versa shall be sent to or from, as appropriate, the following email address: [famur@famur.com.pl](mailto:famur@famur.com.pl).

No later than by 4.00 pm seven days prior to the General Meeting, the Shareholder shall email the following documents to the Company at [famur@famur.com.pl](mailto:famur@famur.com.pl):

- a. a statement, in the PDF format, of the Shareholder's intent to participate in the General Meeting by electronic means of communication, completed and signed in accordance with the form attached as **Appendix 1** hereto (the "Statement");
- b. a scanned copy of the Shareholder's passport or identity card enabling verification of the Shareholder's identity, with the passport or identity card number and the Shareholder's personal identification number (PESEL) indicated. Where the Shareholder is a legal person or an unincorporated organisation – a scanned copy of its entry in the relevant register or of another document confirming the capacity of its representatives. If the original of any of the aforementioned documents is in a language other than Polish, its copy shall be submitted accompanied by a certified Polish translation;
- c. if the Shareholder has appointed a proxy to participate in the General Meeting on the Shareholder's behalf – a scanned copy of the power of proxy and of the proxy's passport or identity card enabling verification of the proxy's identity, with the passport or identity card number and

the proxy's personal identification number (PESEL) indicated. The power of proxy shall comply with the formal requirements as set out Section 5 above.

The Company shall verify the right of the Shareholder who sent the Company a completed Statement to participate in the General Meeting based on the list of shareholders entitled to participate in the General Meeting obtained from the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). In order to ensure proper verification, the Company may contact the Shareholder, or the Shareholder's proxy, using the contact details specified in the Statement. If any inconsistency is identified, the Company may request the Shareholder to remove it within a time limit set by the Company, and, if the Shareholder fails to remove the inconsistency within such time limit, the Company may refuse to allow the Shareholder to participate in the General Meeting by electronic means of communication, notifying the Shareholder of such refusal prior to the General Meeting at the email address provided in the Statement.

Following confirmation of the Shareholder's right to participate in the General Meeting and of the power of proxy, if any, the Company shall, no later than by 4.00 pm one day prior to the General Meeting, send to the Shareholder or the Shareholder's proxy detailed instructions on how to register with the ICT platform enabling participation in the General Meeting by electronic means of communication at the email address provided by the Shareholder in the Statement. The relevant credentials and other related information shall be provided in a secure file, with the opening password texted at the telephone number provided in the Statement.

Any risks arising from participation in, communication with, or voting at the General Meeting by electronic means of communication in connection with improper storage of or unauthorised access to the credentials shall be borne solely by the Shareholder or the Shareholder's proxy, with the Company not being liable for any related loss or damage.

Any communication with the General Meeting or with the Company through the ICT system enabling participation in the General Meeting by electronic means of communication or emailed to the Company at [famur@famur.com.pl](mailto:famur@famur.com.pl) shall be made exclusively in the Polish language.

Any formal, organisational or technical matters raised or any disputes arising during the General Meeting in connection with the participation therein of a shareholder or a shareholder's proxy by electronic means of communication shall be decided by the Chairperson of the General Meeting, with such decisions to be final and binding. The technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication are attached as **Appendix 2** hereto.

## **b) Speaking at the General Meeting by electronic means of communication**

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to speak at the General Meeting as shareholders physically attending it. The two-way real-time communication between the Shareholder, or the shareholder's proxy, and the General Meeting shall be verbal.

## **c) Voting by post or by electronic means**

Voting rights may not be exercised by postal ballot.

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to vote at the General Meeting as shareholders physically attending it. The Company shall ensure that shareholders can vote any number of shares they hold, with the option to vote each share differently, and that, in a secret ballot, the way they vote their shares cannot be identified.



## **7. 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 in the agenda prior to the date of the General Meeting will be available from the Company's website at <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, 9 am to 3 pm.

Any comments, opinions and explanations of the Management or Supervisory Boards concerning matters which have been or are to be included in the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

## **8. 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. Such 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.

## **9. Registration at the General Meeting**

Persons entitled to attend the General Meeting are requested to register at the entrance to the Meeting room, 30 minutes before the opening of the Meeting.

Persons who have sent the Company completed Statements shall register at the General Meeting by logging in to the ICT platform dedicated to holding a remote ballot and to verbal communication with the General Meeting using their previously provided credentials no earlier than half an hour prior to the opening of the General Meeting, i.e. 9:30 am.

## **10. 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 delivered by electronic means, they should be enclosed with their translations prepared by a sworn translator. All documents sent by

# FAMUR

shareholders to the Company or by the Company to shareholders in electronic form must be scanned documents in the PDF format.

## **11. Other**

Any other matters concerning the General Meeting which are not provided for in this notice shall be governed by applicable laws and regulations, in particular the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure for the General Meeting of FAMUR S.A., and the Detailed Rules of Participation in the General Meeting by Electronic Means of Communication.

## **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 574,763,212 shares carrying 574,763,212 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,
- 3) 4,970,000 Series C ordinary bearer shares, carrying 4,970,000 voting rights at the General Meeting,
- 4) 43,677,000 Series D ordinary bearer shares, carrying 43,677,000 voting rights at the General Meeting,
- 5) 29,293,500 Series E ordinary registered shares, carrying 29,293,500 voting rights at the General Meeting, to be converted into bearer shares at the shareholder's request,
- 6) 15,322,712 Series F ordinary bearer shares, carrying 15,322,712 voting rights at the General Meeting.

### **The following appendices are attached to this notice:**

- 1. Statement of intent to participate in the General Meeting by electronic means of communication*
- 2. Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.*

## Appendix 1

**Form of the** statement of intent to participate in the General Meeting by electronic means of communication

### STATEMENT

I (We), the undersigned, being a shareholder/ acting on behalf of a shareholder\* in \_\_\_\_\_ of \_\_\_\_\_ (the "Company"):

\_\_\_\_\_

*(shareholder details: full name/ company name, address/ registered address)*

hereby declare my/our intent to participate by electronic means of communication in the Extraordinary General Meeting of the Company to be held at \_\_\_\_\_ on \_\_\_\_\_.

1. I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means in person.\* / I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means by proxy.\*
2. I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means in person.\* / I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means by proxy.\*
3. I represent that I will participate in the General Meeting holding \_\_\_\_\_ shares as indicated in the list of shareholders entitled to participate in the Company's General Meeting prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A).
4. I acknowledge and accept all terms and conditions as well as consequences of participation in the General Meeting by electronic means of communication as announced and published by the Company.

Details of the shareholder/ person representing the shareholder entitled to participate in the General Meeting by electronic means of communication\*:

Name and surname: \_\_\_\_\_

Address: \_\_\_\_\_

Personal Identification Number (PESEL):

\_\_\_\_\_

ID card/passport No.\*: \_\_\_\_\_

Email address for communication, including for receiving the ICT platform credentials:

\_\_\_\_\_

# FAMUR

Telephone number for communication, including for receiving the opening password for the ICT platform credentials: \_\_\_\_\_

Signature(s) of the shareholder/ person(s) authorised to represent the shareholder\*

\_\_\_\_\_  
name and surname (position)

place and date

\_\_\_\_\_  
name and surname (position)

place and date

*\* Strike out as appropriate*

## Appendix 2

**Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.**

1. A working computer with a camera, microphone and web browser (recommended: Chrome v. 78.0.3904 or later and Mozilla Firefox v. 70.0 or later).
2. Microsoft Windows operating system (recommended: Windows 10).
3. Internet connection with a minimum capacity of 1 Mb/s (recommended: minimum capacity of 5 Mb/s).

**Draft resolutions  
of the Extraordinary General Meeting of FAMUR S.A.  
convened for January 18th 2021**

*Item 2 of the agenda:*

**RESOLUTION NO. 1  
of the Extraordinary General Meeting of FAMUR S.A.  
dated January 18th 2021**

to appoint the Chairperson of the Extraordinary General Meeting

**Section 1**

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**

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.

*Item 4 of the agenda:*

**RESOLUTION NO. 2  
of the Extraordinary General Meeting of FAMUR S.A.  
dated January 18th 2021**

to adopt a Charitable Giving Policy at the Company

**Section 1**

1. Pursuant to Art. 393<sup>1</sup> of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice adopts the Company Charitable Giving Policy set out in the appendix to this notarial deed (the "Policy").
2. The Policy, as attached hereto, forms an integral part of this notarial deed.

**Section 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.

# FAMUR

## CHARITABLE GIVING POLICY

PROGRAM  
COMPLIANCE

## INTRODUCTION

The FAMUR Group stands for over one hundred years of experience and advanced engineering know-how that help our customers to unlock operational efficiency and improve safety. We put a lot of effort into making high-performance and reliable machinery and equipment mainly for the mining industry, but also for the transport, cargo handling and energy industries, all with customer satisfaction in mind.

All FAMUR-branded products are based on proven and intuitive solutions, which allows us to complete the most complex jobs worldwide. Our specialised facilities in Poland build powered longwall systems, roadheading systems, underground and surface transport and handling systems, surface mining machines as well as equipment for transport of bulk materials and material handling.

With our broad and customised offering, we are capable of supplying end-to-end mining systems to mines, turnkey coal feeding systems to power plants, and specialist cargo handling equipment to ports. We also design and supply IT systems for managing mineral extraction operations. We are continually growing and consistently expanding our international footprint. The machinery and technology offered by the FAMUR Group are used by numerous mines, ports and industrial plants across five continents. Our companies based in Russia, Kazakhstan, India and Germany guarantee ongoing customer service and fast response expected by our customers. We are constantly raising the bar on service quality and extend our outreach to new locations where reliable mining and industrial systems are needed.

We are aware of the impacts our operations have on the environment and local communities, and we recognise that our business relies on natural resource extraction. Hence our commitment to operating in a responsible and sustainable manner. Our business model incorporates corporate social responsibility (CSR) and ethical norms and standards. From respect for the natural environment, we strive to minimise the adverse environmental footprint of our operations. We also expect our suppliers to conform to robust ethical standards, also with respect to environmental protection. We aim to be a reliable and trusted partner to our customers and other external stakeholders affected by our operations.

Our corporate image building is based on sound financial performance but also on our openness to the needs of local communities and strong, trusting stakeholder relationships. Our charitable giving policy and corporate social responsibility play a central role in our decision making and corporate culture.

With the well-being of society in mind, FAMUR engages in projects supporting various social, family, cultural and scientific initiatives, charitable foundations and sport events, with a special focus on the development and education of children and youth. We believe that by supporting their development, skills and passions, we help them make informed decisions and shape their future responsibly. Investing in education and development is the most valuable contribution to society. Therefore, we have established lasting relationships with organisations offering educational and development support and providing access to best practices in this field to people in Poland.

Our sponsorship activities target mainly local community initiatives and needs in our immediate environment. Our sponsorship activities also include initiatives aimed at promoting FAMUR and its business at conferences, trade fairs and other events held under our patronage. The purpose of our sponsorship efforts is to implement our strategy by showcasing our operational and corporate strength.

This Charitable Giving Policy describes philanthropic initiatives undertaken by the FAMUR Group, highlights the role of sponsorships and charitable giving in driving business growth, provides a list of



supported initiatives and types of donations, and explains the value and importance of corporate social responsibility in running a manufacturing business.

This Policy aims to harmonise the rules of charitable giving in place at FAMUR S.A. and its subsidiaries. Therefore, it forms an integral part of the corporate culture across the FAMUR Group and reflects the corporate growth strategy in the areas of corporate social responsibility, sustainable development and external communication.

## 1. Policy objectives

The FAMUR Group's Charitable Giving Policy primarily aims to:

- build a positive corporate image by supporting local initiatives, engaging in social dialogue and cultivating positive stakeholder perception;
- enhance the Company's reputation by promoting its corporate values and expanding its footprint;
- strengthen the Company's image among its business partners and the general public by counteracting adverse environmental impacts;
- build the business on the principles of corporate social responsibility and sustainable development;
- make FAMUR's core values visible to external audiences;
- improve FAMUR's public perception created by the media;
- build strong employee relationships;
- support promotional and marketing efforts through support and sponsorship of trade fairs and conferences.

## 2. Our values

### **Faith**

We believe in our vision, focusing on the future. We adhere to our values and believe that investing in education and development is the most valuable contribution to society.

### **Responsibility**

We make bold, well thought-out decisions, and we expect initiative from within the organisation. We always act in the Company's best interests, and we take responsibility for our teams' decisions.

### **Cooperation**

We are a close-knit team of people who trust one another and who listen and learn from others. Once a decision is made, we work together towards the goal.

### **Openness**

We respect diversity of opinion, we are open to change, we are loyal, and we communicate openly and honestly.

## Reliability

We deliver on our promises. We are reliable and honest. We always play fair, and we fulfil our obligations.

### 3. The scope of our philanthropic and sponsorship activities

Our charitable activities focus on areas adjacent to the Company's headquarters, branches and operations, which allows us to actively support our local communities. Sponsorship, advertising and marketing activities aimed at enhancing brand recognition and its footprint may be carried out country-wide. Given the international reach of our business, the Company's charitable and sponsorship activities may also take place outside Poland. However, unlike our Polish charitable and sponsorship efforts, such foreign initiatives are undertaken on an ad hoc basis.

### 4. The areas of our charitable activities

FAMUR pursues its charitable giving policy primarily in the following areas:

#### 1. Education and personal, professional, physical and social development of children and youth.

We believe that investing in education and development of young people is the most valuable contribution to society. Therefore, we support initiatives and organisations which assist young people in setting their goals for the future and choosing the optimum education and development pathways.

#### 2. Social work.

We support non-governmental and other non-profit organisations pursuing public benefit activities in the area of broadly defined social work, counteracting social exclusion and fostering equal opportunities. We support organisations running community day-care centres, therapy session clubs for children and youth, street workers' programmes, family counselling and foster care centres.

#### 3. Support for mining communities' initiatives.

We engage in events aimed at supporting sustainable development of the coal mining industry. We support training programmes, conferences and assistance initiatives for coal miners' families.

#### 4. Health protection.

We support health promotion and healthy lifestyle initiatives and related social work. We have partnered with healthcare providers and hospices, and we have engaged in initiatives taken to combat COVID-19 through a wide range of activities designed to counteract coronavirus infections, contain and prevent their spread, and counteract the effects of the infectious disease caused by SARS-CoV-2 virus.

### 5. The areas of our sponsorship activity

1. FAMUR pursues its image-building and business sponsorship policies.
2. **Our corporate image-building sponsorship activities** include:
  - professional sports and sporting events for children and youth at the national and local level,
  - promotion of physical culture and healthy lifestyles,
  - corporate patronage of culture promotion and national heritage protection projects,

- promotion of theatre, opera, film, music and literature,
  - sponsorship of regional artistic events of nationwide value and dimension,
  - supporting scientific initiatives aimed at sharing knowledge, thoughts and ideas (congresses, conferences, knowledge competitions),
  - partnerships with vocational schools seeking to develop students' professional skills and competencies and to secure future workforce,
  - environmental education,
  - supporting projects initiated by local communities and measures taken to counteract social exclusion and bridge social gaps (particularly for children from disadvantaged and dysfunctional families),
  - charitable and volunteering activities (supporting local initiatives that help to remove social barriers).
3. **Our business sponsorship activities** include:
- networking and social events bringing together the Company's trading partners and other stakeholders to help develop contacts with and win new customers and business partners,
  - events organised by the Company's strategic business partners,
  - events recommended by the Marketing Department that are consistent with the Company's growth strategy.

## 6. Donations: the award procedure

1. In pursuing its corporate social responsibility policy, the Company supports community investments, family, cultural, scientific and sports initiatives and philanthropic activities through charitable donations.
2. In selecting charitable initiatives, the Company is guided by its corporate values and financial condition.
3. Financial support is provided in keeping with the beneficiary screening rules set out below.
4. Money donations are made in the Polish zloty on a cashless basis.
5. The award decision is made by the Company's Management Board by way of a resolution.
6. Prior to awarding a donation, the following must be checked:
  - purpose of the donation,
  - activities carried out by the organisation set out in its articles of association,
  - financial condition of the beneficiary,
  - whether the donation is lawful,
  - whether any personal links exist between the beneficiary and any government official,
  - whether the donation will ultimately be transferred for private use,
  - whether the organisation's activities are regulated,
  - whether the organisation has the status of a non-profit public benefit organisation,
  - identity of the actual beneficiary of the donation or sponsorship recipient.
7. The check is performed by a competent staff member responsible for the processing of the donation or by the Legal Department (Compliance).
8. Donations are awarded based on requests from donees, upon signing a donation agreement in which the donee agrees to apply the funds towards specific purposes set out in its articles of association. The donation agreement provides clear and detailed award rules.
9. The Company does not engage in projects associated with other brands, of a political or discriminatory nature or violating the law or generally accepted social norms.

## 7. Sponsorship: the sponsorship agreement execution procedure

1. In selecting sponsorship initiatives, the Company is guided by its corporate values and strategy.
2. Our sponsorship relationships are established in accordance with applicable procedures for screening potential beneficiaries.
3. The sponsorship decision is made by the Management Board member competent for the division to which the sponsorship relates, by way of an internal order. In each case, a sponsorship may also be sanctioned by the Management Board in a resolution.
4. Detailed terms of a sponsorship relationship are clearly defined in the relevant sponsorship agreement.
5. Before a sponsorship relationship is established, the following must be checked:
  - purpose of the sponsorship,
  - objects, nature and scope of the potential beneficiary's activities as per its articles of association,
  - whether any personal links exist between the sponsorship beneficiary and any government official,
  - whether the sponsorship will ultimately be used for private purposes,
  - whether the organisation's activities are regulated,
  - identity of the actual beneficiary of the sponsorship recipient.
6. The check is performed by a competent staff member responsible for the processing of the sponsorship or by the Legal Department (Compliance).
7. The Company does not engage in any projects of a political or religious nature, violating the law or generally accepted social norms, having negative environmental impacts, or endangering objects and structures of historical or artistic value.

**DETAILED RULES OF PARTICIPATION IN  
THE GENERAL MEETING OF FAMUR S.A. OF KATOWICE  
BY ELECTRONIC MEANS OF COMMUNICATION**

**Section 1  
SCOPE**

1. These Rules govern the convention and conduct of, and adoption of resolutions by, the General Meeting as provided for under Art. 406<sup>5</sup>.1–2 of the Commercial Companies Code.
2. The General Meeting shall be convened and conducted as provided for under Art. 406<sup>5</sup>.1–2 of the Commercial Companies Code in compliance with all other applicable laws and regulations, the Company's Articles of Association, the Rules of Procedure for the General Meeting and these Rules.
3. Any matters not provided for in these Rules shall be governed by the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the General Meeting.

**Section 2  
DEFINITIONS**

As used in these Rules, the following terms shall have the following meanings:

- a) **Shareholder** shall mean a shareholder in the Company.
- b) **Commercial Companies Code** shall mean the Polish Commercial Companies Code of September 15th 2000 (Dz.U. of 2019, item 505; consolidated text as at March 15th 2019).
- c) **Rules** shall mean these Detailed Rules of Participation in the General Meeting of FAMUR S.A. of Katowice by Electronic Means of Communication as adopted pursuant to 406<sup>5</sup>.3 of the Commercial Companies Code.
- d) **Rules of Procedure for the General Meeting** shall mean the Rules of Procedure for the General Meeting of the Company.
- e) **Company** shall mean FAMUR S.A. of Katowice.
- f) **Articles of Association** shall mean the Articles of Association of the Company.
- g) **General Meeting** shall mean the Annual or Extraordinary General Meeting of the Company.

**Section 3  
PARTICIPATION IN THE GENERAL MEETING**

1. The General Meeting may be participated in also by electronic means of communication.
2. Decision to allow participation in the General Meeting as provided for in Section 3.1 above shall be made by the body convening the General Meeting.
3. The conduct of the General Meeting as provided for in Section 3.1 above shall include in particular:
  - 1) a real-time broadcast of the General Meeting;
  - 2) two-way real-time communication to ensure that all persons participating in the General Meeting can speak to the General Meeting from any location;

- 3) ensuring the ability to vote in person or by proxy prior to or at the General Meeting.
4. In order to ensure communication in the manner referred to in Section 3.1 above, technologies and other means shall be used, which can guarantee identification of Shareholders and security of information. The electronic means of communication to be used to participate in the General Meeting shall be specified in the notice of the General Meeting on a case-by-case basis.
5. Shareholders intending to participate in the General Meeting as provided for in Section 3.1 above shall notify the Company of their intent to do so by electronic means of communication in the manner prescribed and at the address provided in the notice of the General Meeting and shall ensure compliance with the technical requirements specified therein.

**Section 4**  
**LIMITATION OF LIABILITY**

1. Where a technical failure attributable to the Company prevents Shareholders from participating in the General Meeting as provided for in Section 3.1 hereof, the Chairperson of the General Meeting may adjourn the General Meeting until electronic communication is restored, provided that this does not materially disrupt the proceedings of the General Meeting.
2. When exercising the option to participate in the General Meeting by electronic means of communication, Shareholders shall bear any related risks, in particular those arising from the inability to receive transmission, communicate or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the communication channel being used, with the Company not being liable for any related loss or damage.