

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

37

/

2019

Date:

June 14th 2019

Abbreviated issuer name:

FAMUR S.A.

Subject:

Submission by shareholder of new draft resolution on matter included in agenda of Annual General Meeting of FAMUR S.A. convened for June 17th 2019

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. ("Company") announces that today it has received from TDJ Equity I Sp. z o.o., a shareholder representing over one-twentieth of the share capital, **a written submission of a new draft resolution** on item **11** of the **agenda** of the Company's Annual General Meeting convened for **June 17th 2019, i.e. Resolution No. 7** on allocation of the Company's profit for the financial year 2018 and use of the Company's retained earnings, made pursuant to **Art. 401.1** in conjunction with **Art. 401.4 of the Commercial Companies Code**.

In connection with the submission, the Company publishes, attached hereto, **the shareholder's submission together with the draft resolution**.

The Management Board would like to note that the Company has the ability to pay a dividend in the amount requested by the shareholder.

In the opinion of the Management Board, the payment of a dividend in the proposed amount would not affect the Company's development and investment plans.

The agenda and draft resolutions, including **new draft Resolution No. 7** contained in the submission, are available from the Company's website at <https://famur.com/walne-zgromadzenie/>

Legal basis: **Par. 19.1.4** 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.

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:

File:	Description
Shareholder's submission along with draft resolution.pdf	Shareholder's submission along with draft resolution

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
June 14th 2019	Mirosław Bendzera	President of the Management Board	
June 14th 2019	Beata Zawiszowska	Vice President, Chief Financial Officer	

Katowice, June 14th 2019

FAMUR S.A.
ul. Armii Krajowej 51
40-698 Katowice, Poland

Shareholder: **TDJ Equity I Sp. z o.o.**, with registered offices at ul. Aleja Walentego Roździeńskiego 1A, 40-202 Katowice, Poland, entered in the Business Register of the National Court Register maintained by the District Court in Gliwice, 10th Commercial Division of the National Court Register, under KRS No. 0000475347, Industry Identification Number (REGON): 243360718, Tax Identification Number (NIP): 6452538416, with a share capital of PLN 1,893,576,750.00

SUBMISSION OF A DRAFT RESOLUTION

Acting on behalf of **TDJ Equity I Sp. z o.o.** of Katowice, a shareholder in FAMUR S.A. representing at least one-twentieth of the Company's share capital, pursuant to Art. 401.1 in conjunction with Art. 401.4 of the Commercial Companies Code, we propose a new draft resolution on item 11 of the agenda of the Annual General Meeting of FAMUR S.A. convened for June 17th 2019 – *Adoption of a resolution on distribution of the Company's profit for the financial year 2018 and use of the Company's equity from retained earnings*, as set out in an appendix hereto.

Appendices:

*Draft resolution of the Annual General Meeting on item 11 of the agenda – "Adoption of a resolution on distribution of the Company's profit for the financial year 2018 and use of the Company's equity from retained earnings";
Copy of entry in the National Court Register.*

.....

Appendix 1 to the shareholder's request:

Draft resolution on item 11 of the agenda of the Annual General Meeting convened for June 17th 2019

**RESOLUTION NO. 7
of the Annual General Meeting of FAMUR S.A.
dated June 17th 2019**

concerning: distribution of the Company's profit for the financial year 2018 and use of the Company's equity from retained earnings

Pursuant to Art. 395.2.2, Art. 348.1 and Art. 396.5 of the Commercial Companies Code, and pursuant to Articles 19.1–19.3 of the Articles of Association of FAMUR S.A. ("Company"), the Annual General Meeting of the Company hereby resolves as follows:

SECTION 1

1. The Company's net profit earned in the financial year ended December 31st 2018, of PLN 153,435,438.79, and the Company's retained earnings, of PLN 151,186,617.09, will be distributed as a dividend in an **aggregate amount of PLN 304,622,055.88**, or **PLN 0.53 per share**, excluding treasury shares.
2. The dividend of PLN 151,186,617.09 referred to in Section 1 above will be paid from retained earnings by reducing the portion of the Company's statutory reserve funds created out of:
 - a. the Company's profit for 2014, of PLN 48,183,717.95, allocated to statutory reserve funds by the Annual General Meeting's Resolution No. 9 of June 18th 2015;
 - b. a portion of the profit earned by the company acquired on June 1st 2015, i.e. Zakład Maszyn Górniczych Glinik Sp. z o.o., of PLN 43,562,613.09, allocated to statutory reserve funds by the company's Annual General Meeting's Resolution No. 3 of May 8th 2015;
 - c. the Company's profit for 2016, of PLN 59,440,286.05, allocated to statutory reserve funds by the Annual General Meeting's Resolution No. 5 of June 27th 2017.
3. The right to receive the dividend accrues to shareholders holding Series A, B, C, D bearer shares (ISIN code PLFAMUR00012), Series E registered shares and Series F bearer shares (ISIN code PLFAMUR00046) on July 10th 2019 (the dividend record date), excluding treasury shares.
4. No dividend will be paid on the 4,616 treasury shares.
5. The dividend payment date will be July 22nd 2019.
6. The dividend will be paid through the Central Securities Depository of Poland, except for the 271,853,785 Company shares (including 29,293,500 Series E ordinary registered shares) held by TDJ Equity I Sp. z o.o. of Katowice.